### Edgar Filing: DYCOM INDUSTRIES INC - Form 4

Form 4	USTRIES INC									
November 21, <b>FORM</b>	Л							OMB AF	PPROVAL	
		SECURITIES AND EXCHANGE ( Washington, D.C. 20549				COMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruc 1(b).	Filed pursu Section 17(a)	ant to Section 16 of the Public Uti	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES to Section 16(a) of the Securities Exchange Act of 1934, he Public Utility Holding Company Act of 1935 or Section (h) of the Investment Company Act of 1940					Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type Re	esponses)									
1. Name and Ad COLEY STE	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol DYCOM INDUSTRIES INC [DY]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mic		3. Date of Earliest Transaction (Check a			k all applicable	all applicable)			
11770 U.S. H 101	IGHWAY 1, SUI	(Month/Da TE 11/20/20	-				X Director Officer (give below)		Owner er (specify	
PALM BEAG	(Street)	Filed(Month/			lment, Date Original /Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>		
GARDENS, I							Person			
(City)	(State) (Z	<sup>ip)</sup> Table	I - Non-De	rivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) o of (D	)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Restricted Stock Units	11/20/2007		A	1,798 (2)	A	\$ 0 (3)	8,265	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of Sh
Non-Qualified Stock Option (right to buy)	\$ 27.8	11/20/2007		А	5,000	11/20/2008(4)	11/20/2017	Common Stock	4

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
COLEY STEPHEN C 11770 U.S. HIGHWAY 1 SUITE 101 PALM BEACH GARDENS, FL 33408	Х						
Signatures							
Richard B. Vilsoet, Attorney-in-Fact for Coley	C.	11/21/2007					
**Signature of Reporting Person			Dat	e			

### \*\*\*Signature of Reporting Person

# Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to acquire one (1) share of Dycom Industries, Inc. common stock, par value \$0.33 1/3 per share.
- (2) The restricted stock units vest in two equal annual installments beginning November 20, 2008.
- (3) No consideration was paid for the restricted stock units.
- (4) The option vests in four equal annual installments beginning on November 20, 2008.
- (5) No consideration was paid for the derivative security.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.