

EVERIST THOMAS S

Form 4

May 24, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EVERIST THOMAS S2. Issuer Name **and** Ticker or Trading  
Symbol  
MDU RESOURCES GROUP INC  
[MDU]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

MDU RESOURCES GROUP,  
INC., P. O. BOX 56503. Date of Earliest Transaction  
(Month/Day/Year)  
05/23/2007☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

BISMARCK, ND 58506-5650

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price   |  |   |
| Common Stock                    |                                      |  |                                |   |        |            |   | 13,837   | D   |
| Common Stock                    | 05/23/2007                           |  | S                              |   | 300    | D          | \$ 30.43  | 2,447,800  | I   |
| Common Stock                    | 05/23/2007                           |  | S                              |   | 1,200  | D          | \$ 30.44  | 2,446,600  | I   |
| Common Stock                    | 05/23/2007                           |  | S                              |   | 700    | D          | \$ 30.45  | 2,445,900  | I   |
| Common Stock                    | 05/23/2007                           |  | S                              |   | 200    | D          | \$ 30.46  | 2,445,700  | I   |
|                                 |                                      |  |                                |   |        |            |   |  | By Corporation  |
|                                 |                                      |  |                                |   |        |            |   |  | By Corporation  |
|                                 |                                      |  |                                |   |        |            |   |  | By Corporation  |
|                                 |                                      |  |                                |   |        |            |   |  | By Corporation  |

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|              |            |   |       |   |          |           |   |                |
|--------------|------------|---|-------|---|----------|-----------|---|----------------|
| Common Stock | 05/23/2007 | S | 500   | D | \$ 30.47 | 2,445,200 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 900   | D | \$ 30.48 | 2,444,300 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 700   | D | \$ 30.49 | 2,443,600 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 500   | D | \$ 30.5  | 2,443,100 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 1,000 | D | \$ 30.51 | 2,442,100 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 2,900 | D | \$ 30.52 | 2,439,200 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 600   | D | \$ 30.53 | 2,438,600 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 600   | D | \$ 30.54 | 2,438,000 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 100   | D | \$ 30.55 | 2,437,900 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 100   | D | \$ 30.65 | 2,437,800 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 200   | D | \$ 30.66 | 2,437,600 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 300   | D | \$ 30.67 | 2,437,300 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 200   | D | \$ 30.68 | 2,437,100 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 200   | D | \$ 30.69 | 2,436,900 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 200   | D | \$ 30.74 | 2,436,700 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 400   | D | \$ 30.75 | 2,436,300 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 900   | D | \$ 30.76 | 2,435,400 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 700   | D | \$ 30.77 | 2,434,700 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 1,500 | D | \$ 30.78 | 2,433,200 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 500   | D | \$ 30.79 | 2,432,700 | I | By Corporation |
|              | 05/23/2007 | S | 2,000 | D | \$ 30.8  | 2,430,700 | I |                |

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|              |            |   |       |   |          |           |   |                |
|--------------|------------|---|-------|---|----------|-----------|---|----------------|
| Common Stock |            |   |       |   |          |           |   | By Corporation |
| Common Stock | 05/23/2007 | S | 1,500 | D | \$ 30.81 | 2,429,200 | I | By Corporation |
| Common Stock | 05/23/2007 | S | 700   | D | \$ 30.82 | 2,428,500 | I | By Corporation |

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

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SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of 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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | (1) (1)  | Common Stock 24,830.538                                       |
| Stock Option                               | \$ 9.6112  |                                      |  |                                |   | 05/12/2000 05/13/2010                                    | Common Stock 5,062  |
| Stock Option                               | \$ 10.2593   |                                      |  |                                |   | 06/03/1998 06/04/2008                                    | Common Stock 5,062  |
| Stock Option                               | \$ 10.3612   |                                      |  |                                |   | 06/03/1999 06/04/2009                                    | Common Stock 5,062  |
| Stock Option                               | \$ 13.0289   |                                      |  |                                |   | 05/16/2002 05/16/2012                                    | Common Stock 6,750  |
| Stock Option                               | \$ 17.1334   |                                      |  |                                |   | 05/17/2001 05/17/2011                                    | Common Stock 6,750  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVERIST THOMAS S  
MDU RESOURCES GROUP, INC.  
P. O. BOX 5650  
BISMARCK, ND 58506-5650

X

## Signatures

Debra S. Anderson, Power of  
Attorney

05/24/2007

\_\_Signature of Reporting Person

Date

## 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) Units are to be settled in cash after reporting person's retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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