

OMB APPROVAL	
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Check this box 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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>KOERTNER WILLIAM A</b>  (Last) (First) (Middle) <b>MYR GROUP INC.</b> <b>1701 GOLF ROAD SUITE 3-1012</b>  (Street) <b>ROLLING MEADOWS IL 60008-4210</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MYR GROUP INC. [ MYRG ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/19/2013</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	07/19/2013		M		20,000 <sup>(1)</sup>	A	\$3.6481	245,704	D	
Common Stock	07/19/2013		S		20,000 <sup>(1)</sup>	D	\$21.25 <sup>(2)</sup>	225,704	D	
Common Stock	07/22/2013		M		10,000 <sup>(1)</sup>	A	\$3.6481	235,704	D	
Common Stock	07/22/2013		S		10,000 <sup>(1)</sup>	D	\$22	225,704	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Non-Qualified Stock Option	\$3.6481	07/19/2013		M		20,000 <sup>(1)</sup>		12/20/2007	06/02/2016	Common Stock	20,000	\$0.00	189,732	D	
Non-Qualified Stock Option	\$3.6481	07/22/2013		M		10,000 <sup>(1)</sup>		12/20/2007	06/02/2016	Common Stock	10,000	\$0.00	179,732	D	

**Explanation of Responses:**

- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 24, 2013.
- The price recorded in column 4 represents a weighted average price per share of 20,000 shares of common stock sold in 2 transactions, ranging in price from \$21.00 to \$21.50 per share. For all transactions reported in this line of Form 4, utilizing a weighted average price, the reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

**Remarks:**

/s/ Gerald B. Engen, Jr. as  
Attorney-in-Fact for William A. Koertner 07/23/2013

\*\* Signature of Reporting Person Date

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

\* 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).

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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