

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>COOPER TOD M.</u> (Last) (First) (Middle) MYR GROUP INC. 1701 GOLF ROAD SUITE 3-1012 (Street) ROLLING MEADOWS IL 60008 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MYR GROUP INC. [MYRG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP and COO T&D
	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2020	
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	03/22/2020		M		2,178 ⁽¹⁾	A	\$0 ⁽¹⁾	36,900	D	
Common Stock	03/22/2020		F		644 ⁽²⁾	D	\$19.59	36,256	D	
Common Stock	03/23/2020		M		2,034 ⁽¹⁾	A	\$0 ⁽¹⁾	38,290	D	
Common Stock	03/23/2020		F		602 ⁽²⁾	D	\$20.51	37,688	D	
Common Stock	03/23/2020		F		424 ⁽³⁾	D	\$20.51	37,264	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						Title
RESTRICTED STOCK UNIT	(1)	03/22/2020		M		2,178		03/22/2020 ⁽¹⁾	03/22/2020 ⁽¹⁾	Common Stock	2,178	\$0	4,356	D	
RESTRICTED STOCK UNIT	(1)	03/23/2020		M		2,034		03/23/2020 ⁽¹⁾	03/23/2020 ⁽¹⁾	Common Stock	2,034	\$0	2,035	D	

Explanation of Responses:

- These Restricted Stock Units, which were awarded on March 23, 2018 and March 22, 2019 pursuant to the Issuer's 2017 Long-Term Incentive Plan, vest ratably over three years and were settled in shares of the Issuer's common stock on a one-for-one basis.
- Represents shares of Issuer's common stock withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock units granted pursuant to the Issuer's 2017 Long-Term Incentive Plan.
- Represents shares of Issuer's common stock withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock granted pursuant to the Issuer's 2007 Long-Term Incentive Plan, as amended.

Remarks:

/s/ William F. Fry as Attorney-in-Fact for Tod M. Cooper 03/24/2020

** 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.

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 Number.