

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MYR Group Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)
36-1517230
(I.R.S. Employer Identification No.)

1701 West Golf Road, Suite 1012
Rolling Meadows, IL 60008-4007
(Address of Principal Executive Offices) (Zip Code)

1996 Non-Employee Director Stock Ownership Plan
(Full title of the plan)

MYR Group Inc. copy to: Bell, Boyd & Lloyd
1701 West Golf Rd., Suite 1012 Three First National Plaza
Rolling Meadows, IL 60008-4007 Chicago, IL 60602
Attn: Byron D. Nelson Attn: William G. Brown
(Name and address of agent for service)

(847) 290-1892 (312) 372-1121
(Telephone number, including area code, of agent for service)

Calculation of Registration Fee

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common	50,000	\$ 22.625	\$1,131,250	\$342.81

1. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
2. In accordance with Rule 457(h), the price has been calculated on the basis of the high and low sale prices of the Registrant's common stock as quoted in the consolidated reporting system of the New York Stock Exchange, Inc. on November 21, 1997 as reported by The Wall Street Journal, (Midwest Edition).

PART I

INFORMATION REQUIRED IN THE
SECTION 10 (A) PROSPECTUS

Item 1. Plan Information.

Not required to be included herewith.

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be included herewith.

PART II

INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference in this registration statement:

- (a) The registrant's latest annual report on form 10-K filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934,
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by

the annual report referred to in (a) above,

- (c) The description of the common stock of the Registrant contained in its registration statement filed under Section 12 of the Securities Exchange Act of 1934, including any amendment or report filed for the purpose of updating such description,

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all common stock of the Registrant offered have been sold or which deregisters all common stock then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and a part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which is or is deemed to be incorporated herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

William G. Brown, a partner in the law firm of Bell, Boyd & Lloyd, Chicago, Illinois, and counsel to the Registrant, is a director of the Registrant. Bell, Boyd & Lloyd provides legal services to the Registrant and the Registrant anticipates that legal services will be provided to it by the law firm in the future. Mr. Brown beneficially owns 85,091 shares of the Registrant's common stock, \$1.00 par value.

Item 6. Indemnification of Directors and Officers.

The Registrant is authorized under Section 145 of the Delaware General Corporation Law, subject to the procedures and limitations stated therein, to indemnify any person against any expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding in which such person is made a party by reason of being or having been a director or officer of the Registrant. The Registrant is required by its certificate of incorporation to indemnify its directors and officers and others to the extent permitted by law. The Registrant's certificate of incorporation also limits the liability of directors of the Registrant to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, subject to certain exceptions, consistent with Section 102(b)(7) of the Delaware General Corporation Law.

Item 7. Exemption From Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The exhibits to this registration statement which are required by Item 601 of Regulation S-K are listed in the Index to Exhibits set forth elsewhere in this registration statement.

Item 9. Undertakings.

Each of the following undertakings required by Items 512(a), (b), (h) and other applicable undertakings in Item 512 of Regulation S-K is furnished by the Registrant as set forth:

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change in such information in this Registration Statement

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed a new registration statement relating to the securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (e) The undersigned Registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and is furnished to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934 ; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.
- (h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suite or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant, pursuant to the requirements of the Securities Act of 1933, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly

authorized, in the city of Rolling Meadows, State of Illinois, on November 25, 1997.

MYR Group Inc.

By _____
Charles M. Brennan III
Chairman

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on November 25, 1997.

_____	Chairman and Chief Executive Officer
Charles M. Brennan III	
_____	Director
William G. Brown	
_____	Director
Allan J. Bulley, Jr.	
_____	Director
John M. Harlan	
_____	Director
Bide L. Thomas	
_____	Senior Vice President, Chief Financial Officer and Treasurer
Elliott C. Robbins	
_____	Controller (Principal Accounting Officer)
Betty R. Johnson	

INDEX TO EXHIBITS

The following documents are filed as part of this registration statement.

Exhibit	Description of Document	Page Number or Reference
5	Opinion of Byron D. Nelson regarding legality	9
23(a)	Consent of Deloitte & Touche LLP	10
23(b)	Consent of Byron D. Nelson (included in Ex. 5)	

November 26, 1997

MYR Group Inc.
Three Continental Towers
1701 W. Golf Road, Suite 1012
Rolling Meadows, IL 60008-4007

Re: 1996 Non-Employee Director Stock Ownership Plan

Ladies and Gentlemen:

As General Counsel of MYR Group Inc., a Delaware corporation, (the "Company"), I have acted as counsel to the Company with respect to the preparation, execution and filing of the registration statement on Form S-8 of the Company, which covers 50,000 shares of common stock, \$1.00 par value, of the Company (the "Shares"), offered under the Company's 1996 Non-Employee Director Stock Ownership Plan (the "Plan"). I have examined the originals or copies, certified or otherwise, of certificates, documents and records, as I have deemed necessary for purposes of this opinion.

Based upon the foregoing, I am of the opinion that:

1. The Company is a corporation organized and legally existing under the laws of the State of Delaware.
2. The Company has taken all action necessary to authorize (a) the Plan, (b) and the issuance of Shares, in accordance with the terms of the Plan.
3. Shares issued pursuant to the terms of the Plan, when issued and paid for in accordance with the terms of the Plan, will constitute legally issued, fully paid and non-assessable shares of common stock, \$1.00 par value, of the Company.

I also consent to the filing of this opinion as an exhibit to the registration statement on Form S-8 for the registration of the Shares under the Securities Act of 1933 (the "Act"). In giving such consent, I do not admit that I am in the category of persons whose consent is required by Section 7 of the Act.

Sincerely,

Byron D. Nelson
General Counsel

Ex. 5

INDEPENDENT AUDITOR'S CONSENT

We consent to the incorporation by reference in this Registration Statement of MYR Group Inc. on Form S-8 of our report dated March 19, 1997, appearing in the Annual Report on Form 10-K of MYR Group Inc. for the year ended December 31, 1996.

DELOITTE & TOUCHE LLP
Chicago IL
November _____, 1997