

OMB APPROVAL	
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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. 12121 GRANT STREET, SUITE 610 (Street) THORNTON CO 80241 (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) 03/23/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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 (I) or Indirect (J) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/23/2023		M		2,383 ⁽¹⁾	A	\$0 ⁽¹⁾	22,452	D	
Common Stock	03/23/2023		F		1,057 ⁽²⁾	D	\$116.47	21,395	D	
Common Stock	03/23/2023		M		1,355 ⁽³⁾	A	\$0 ⁽³⁾	22,750	D	
Common Stock	03/23/2023		F		601 ⁽²⁾	D	\$116.47	22,149	D	
Common Stock	03/23/2023		M		941 ⁽³⁾	A	\$0 ⁽³⁾	23,090	D	
Common Stock	03/23/2023		F		418 ⁽²⁾	D	\$116.47	22,672	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)	03/23/2023		M		2,383		03/23/2023 ⁽¹⁾	03/23/2023 ⁽¹⁾	Common Stock	2,383	\$0	0	D	
RESTRICTED STOCK UNIT	(3)	03/23/2023		M		1,355		03/23/2023 ⁽³⁾	03/23/2023 ⁽³⁾	Common Stock	1,355	\$0	1,356	D	
RESTRICTED STOCK UNIT	(3)	03/23/2023		M		941		03/23/2023 ⁽³⁾	03/23/2023 ⁽³⁾	Common Stock	941	\$0	1,881	D	
RESTRICTED STOCK UNIT	(4)	03/23/2023		A		2,575		(4)	(4)	Common Stock	2,575	\$0	2,575	D	

Explanation of Responses:

- These Restricted Stock Units, which were awarded on April 27, 2020 pursuant to the Issuer's 2017 Long-Term Incentive Plan, vested ratably on April 27, 2021, March 23, 2022 and March 23, 2023 and were settled in shares of the Issuer's common stock on a one-for-one basis.
- Represents shares of the 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.
- These Restricted Stock Units, which were awarded on March 23, 2021 and 2022 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.
- Each Restricted Stock Unit, awarded pursuant to the Issuer's 2017 Long-Term Incentive Plan, represents a contingent right to receive one share of the Issuer's common stock. The Restricted Stock Units vest ratably over three years beginning on the first anniversary of the grant date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney.

/s/ William F. Fry as Attorney-in-Fact for Tod M. Cooper 03/27/2023

** 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.

KNOW ALL BY THESE PRESENTS, that the undersigned does hereby constitute and appoint each of Richard S. Swartz, Kelly M. Huntington and William F. Fry, signing singly, the undersigned's true and lawful attorneys-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of MYR Group Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 and 5, complete and execute any amendment or amendments thereto, and file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports required by Section 16(a) with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 24th day of March, 2023.

/s/ Tod M. Cooper

Name: Tod M. Cooper