

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Green William H.</u>			<u>MYR GROUP INC. [MYRG]</u>			Director 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			X Officer (give title below) Other (specify below)		
			<u>08/23/2013</u>			<u>Senior VP</u>		
MYR GROUP INC. 1701 GOLF ROAD SUITE 3-1012			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						X Form filed by One Reporting Person		
<u>ROLLING MEADOWS</u>	<u>IL</u>	<u>60008-4210</u>				Form filed by More than One Reporting Person		
(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	08/23/2013		M		6,159	A	\$3.6481	51,335	D	
Common Stock	08/23/2013		S		6,159	D	\$22.4	45,176	D	
Common Stock	08/26/2013		M		6,142	A	\$3.6481	51,318	D	
Common Stock	08/26/2013		S		6,142	D	\$22.4	45,176	D	
Common Stock	08/26/2013		M		10,000	A	\$13	55,176	D	
Common Stock	08/26/2013		S		10,000	D	\$22.5	45,176	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
Non-Qualified Stock Option	\$3.6481	08/23/2013		M			6,159	12/20/2007	06/02/2016	Common Stock	6,159	\$0	6,142	D	
Non-Qualified Stock Option	\$3.6481	08/26/2013		M			6,142	12/20/2007	06/02/2016	Common Stock	6,142	\$0	0	D	
Non-Qualified Stock Option	\$13	08/26/2013		M			10,000	12/20/2008	12/20/2017	Common Stock	10,000	\$0	22,000	D	

Explanation of Responses:

Remarks:

/s/ Gerald B. Engen, Jr. as Attorney-in-Fact for William H. Green 08/27/2013

** 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.

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.