

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| 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).

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*<br><u>Swartz Richard S. Jr.</u><br><br>(Last) (First) (Middle)<br>MYR GROUP INC.<br>12121 GRANT STREET, SUITE 610<br><br>(Street)<br>THORNTON CO 80241<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MYR GROUP INC. [ MYRG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President and CEO</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/27/2023</u>         |   |
|   | 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                    | 03/27/2023                           |  | S <sup>(1)</sup>               |   | 1,388   | D          | \$118.0914 <sup>(2)</sup> | 163,448   | D  |   |
| Common Stock                    | 03/27/2023                           |  | S <sup>(1)</sup>               |   | 5,894   | D          | \$118.9924 <sup>(3)</sup> | 157,554   | D  |   |
| Common Stock                    | 03/27/2023                           |  | S <sup>(1)</sup>               |   | 2,608   | D          | \$119.8475 <sup>(4)</sup> | 154,946   | D  |   |
| Common Stock                    | 03/28/2023                           |  | S <sup>(1)</sup>               |   | 9,954   | D          | \$118.2936 <sup>(5)</sup> | 144,992   | D  |   |
| Common Stock                    | 03/28/2023                           |  | S <sup>(1)</sup>               |   | 4,032   | D          | \$119.2284 <sup>(6)</sup> | 140,960   | D  |   |
| Common Stock                    | 03/28/2023                           |  | S <sup>(1)</sup>               |   | 4,124   | D          | \$120.0807 <sup>(7)</sup> | 136,836   | 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 |   |  |  |   |  |

**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 February 24, 2023.
- Represents a weighted average price per share of 1,388 shares of common stock sold in 22 transactions, ranging in price from \$117.32 to \$118.32 per share. 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.
- Represents a weighted average price per share of 5,894 shares of common stock sold in 51 transactions, ranging in price from \$118.34 to \$119.34 per share. 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.
- Represents a weighted average price per share of 2,608 shares of common stock sold in 34 transactions, ranging in price from \$119.35 to \$120.08 per share. 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.
- Represents a weighted average price per share of 9,954 shares of common stock sold in 91 transactions, ranging in price from \$117.73 to \$118.73 per share. 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.
- Represents a weighted average price per share of 4,032 shares of common stock sold in 32 transactions, ranging in price from \$118.74 to \$119.72 per share. 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.
- Represents a weighted average price per share of 4,124 shares of common stock sold in 18 transactions, ranging in price from \$119.75 to \$120.33 per share. 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/ William F. Fry as Attorney-in-Fact for Richard S. Swartz, Jr. 03/29/2023

\*\* 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.

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