

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>COOPER TOD M.</u> _____ (Last) (First) (Middle) 1701 GOLF ROAD SUITE 3-1012 _____ (Street) ROLLING MEADOWS IL 60008 _____ (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 08/01/2013	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>MYR GROUP INC. [ MYRG ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,038	D	
Common Stock	388 <sup>(1)</sup>	D	
Common Stock	411 <sup>(2)</sup>	D	
Common Stock	1,144 <sup>(3)</sup>	D	
Common Stock	1,012 <sup>(4)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Non-Qualified Stock Option	12/20/2008 <sup>(5)</sup>	12/20/2017	Common Stock 9,212	13	D	
Non-Qualified Stock Option	03/24/2011 <sup>(5)</sup>	03/24/2020	Common Stock 1,911	17.18	D	
Non-Qualified Stock Option	03/24/2012 <sup>(6)</sup>	03/24/2021	Common Stock 1,403	24.18	D	
Non-Qualified Stock Option	03/23/2013 <sup>(7)</sup>	03/23/2022	Common Stock 2,969	17.48	D	
Non-Qualified Stock Option	03/25/2014 <sup>(8)</sup>	03/25/2023	Common Stock 2,129	24.68	D	

**Explanation of Responses:**

- Shares of restricted stock awarded pursuant to the Issuer's 2007 Long-Term Incentive Plan. These shares are scheduled to vest as follows: 194 shares on each of 3/24/2014 and 3/24/15.
- Shares of restricted stock awarded pursuant to the Issuer's 2007 Long-Term Incentive Plan (Amended and Restated as of May 5, 2011). These shares are scheduled to vest as follows: 137 shares on each of 3/24/2014, 3/24/2015 and 3/24/16.
- Shares of restricted stock awarded pursuant to the Issuer's 2007 Long-Term Incentive Plan (Amended and Restated as of May 5, 2011). These shares are scheduled to vest as follows: 286 shares on each of 3/23/2014, 3/23/2015, 3/23/2016 and 3/23/17.
- Shares of restricted stock awarded pursuant to the Issuer's 2007 Long-Term Incentive Plan (Amended and Restated as of May 5, 2011). These shares are scheduled to vest as follows: 202 shares on 3/25/2014, 203 shares on 3/25/2015, 202 shares on 3/25/2016, 203 shares on 3/25/2017, and 202 shares on 3/25/2018.
- Non-qualified stock options, all of which have vested.
- Non-qualified stock options, of which 936 have vested and 467 are scheduled to vest on 3/24/2014.
- Non-qualified stock options, of which 990 have vested, 989 are scheduled to vest on 3/23/2014, and 990 are scheduled to vest on 3/23/2015.
- Non-qualified stock options, which are scheduled to vest as follows: 710 on 3/25/2014, 709 on 3/25/2015, and 710 on 3/25/2016.

**Remarks:**

/s/ GERALD B. ENGEN, JR. as  
Attorney-in-Fact for Tod M. 08/12/2013  
Cooper

\*\* 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 5 (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.**

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned does hereby constitute and appoint each of William A. Koertner and Gerald B. Engen, Jr., 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 1st day of August, 2013.

/S/ Tod M. Cooper

-----  
Name: Tod M. Cooper