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STERLING CONSTRUCTION CO IN Form 4 May 11, 2007	νC					
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPR 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 OF SECURITIES OMB APPR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b). State of the Securities Exchange Act of 1934, so the Investment Company Act of 1940						
(Print or Type Responses)						
1. Name and Address of Reporting Person <u>*</u> FUSILLI DONALD P JR	2. Issuer Name and Ticker or Trading Symbol STERLING CONSTRUCTION CO INC [STRL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 20810 FERNBUSH LANE	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2007	X Director 10% Owner Officer (give title Other (specify below) below)				
(Street) HOUSTON, TX 77073	4. If Amendment, Date Original Filed(Month/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned				
		5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially(D) orBeneficialOwnedIndirect (I)OwnershipFollowing Reported(Instr. 4)(Instr. 4)Transaction(s) (Instr. 3 and 4)(Instr. 4)(Instr. 4)				
Common 05/07/2007 Stock	A 1,598 A (1)	1,598 D				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

 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)	4. Transactio Code (Instr. 8)	5. orfNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
FUSILLI DONALD P JR 20810 FERNBUSH LANE HOUSTON, TX 77073	Х				
Signatures					
/s/ Karen A. Stempinski, under POA		05/10/2007	7		
**Signature of Reporting Person		Date			

Explanation of Responses:

* 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).

These shares were issued as part of a restricted stock grant and therefore no consideration was paid by the Reporting Person. These shares may not be sold, assigned, transferred, pledged or otherwise disposed of until they vest. Vesting occurs on the day before the 2008

(1) Annual Meeting of Stockholders and earlier if the reporting person dies or becomes disabled and in the event of a change in control of the Issuer. The shares are forfeited in the event that prior to vesting, the Reporting Person ceases to be a director other than by reason of his death or disability.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.