Edgar Filing: Ward Carter A. - Form 4

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| Ward Carter Form 4 | А. | | | | | | | | | | |
|--|--|---|--|---|---|------------|--|---|---|--|--|
| June 17, 200 | 9 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISS | | | | | | | | OMB APPROVAL | | | |
| | UNITED | | SECURITIES AND EXCHANGE COMMI Washington, D.C. 20549 | | | | OMMISSION | OMB Number: | 3235-0287 | | |
| Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b). | ger STATEM 16. or Filed pure ns Section 17(a | CATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES January 31, 2005 Ited pursuant to Section 16(a) of the Securities Exchange Act of 1934, on 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 0.5 | | | | | | | | | |
| (Print or Type I | Responses) | | | | | | | | | | |
| Ward Carter A. Sy | | | 2. Issuer Name and Ticker or Trading Symbol MYR GROUP INC. [MYRG] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (M | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/15/2009 | | | | _X_ Director10% Owner Officer (give titleOther (specify below) below) | | | | |
| | nendment, Date Original onth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | | |
| BOSTON, N | MA 02117 | | | | | | Form filed by M Person | | | | |
| (City) | (State) | (Zip) Tab | le I - Non- | Derivative So | ecuriti | ies Acqu | uired, Disposed of | , or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code | 4. Securitie on(A) or Disp (Instr. 3, 4 | posed o | of (D) | 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) | | |
| Common Stock | 06/15/2009 | | S | 889,000 | D | \$ 19.4 | 506,707 | Ι | See Footnote (1) | | |

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.

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Unde Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|---------------|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | |
|--|------------|---------------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Ward Carter A. ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117 | | Х | | | | | |
| Signatures | | | | | | | |
| /s/ Carter A. Ward | 06/17/2009 | | | | | | |

**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).

The shares are owned directly by MYR Group Holdings II LLC, a wholly-owned subsidiary of ArcLight Capital Partners, LLC, of which (1) Mr. Ward is a Managing Director. Mr. Ward disclaims beneficial ownership of these securities, and this report is not an admission of beneficial ownership thereof for purposes of Section 16 or for any other purpose.

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.