

DYCOM INDUSTRIES INC

Form 4

March 04, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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**

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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NIELSEN STEVEN E

(Last) (First) (Middle)

11770 U.S. HIGHWAY 1, SUITE
101

(Street)

PALM BEACH
GARDENS, FL 33408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

DYCOM INDUSTRIES INC [DY]

3. Date of Earliest Transaction
(Month/Day/Year)

03/02/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/02/2015		M	4,160	A \$ 12.97	685,078	D
Common Stock	03/02/2015		M	50,100	A \$ 6.83	735,178	D
Common Stock	03/02/2015		F	27,991	D \$ 43.938 (1)	707,187	D
Common Stock	03/02/2015		S	26,269	D \$ 43.938 (1)	680,918	D

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Common Stock	03/03/2015	M	19,900	A	\$ 6.83	700,818	D
Common Stock	03/03/2015	F	10,155	D	\$ (2) 43.627	690,663	D
Common Stock	03/03/2015	S	9,745	D	\$ (2) 43.627	680,918	D
Common Stock	03/04/2015	M	7,689	A	\$ 12.97	688,607	D
Common Stock	03/04/2015	M	311	A	\$ 18.97	688,918	D

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.97	03/02/2015		M	4,160	(3) 07/06/2018	Common Stock 4,160
Employee Stock Option (right to buy)	\$ 6.83	03/02/2015		M	50,100	(4) 12/14/2018	Common Stock 50,100
Employee Stock Option (right to	\$ 6.83	03/03/2015		M	19,900	(5) 12/14/2018	Common Stock 19,900

buy)

Employee

Stock

Option	\$ 12.97	03/04/2015	M	7,689	<u>(6)</u>	07/06/2018	Common Stock	7,689
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(right to
buy)

Employee

Stock

Option	\$ 18.67	03/04/2015	M	311	<u>(7)</u>	12/13/2022	Common Stock	311
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIELSEN STEVEN E 11770 U.S. HIGHWAY 1, SUITE 101 PALM BEACH GARDENS, FL 33408	X		President & CEO	

Signatures

/s/ Richard B. Vilsoet, Attorney-in-Fact for Steven E.
Nielsen

03/04/2015

__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).

(1) This price is a weighted average price. 46,850 shares were sold in multiple transactions at prices ranging from \$43.43 to \$44.43, inclusive and 7,410 shares were sold in multiple transactions at prices ranging from \$44.44 to \$44.78, inclusive.

This price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$43.22 to \$44.01, inclusive.

(2) The reporting person undertakes to provide to Dycom Industries, Inc., any security holder of Dycom Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) above and this footnote (2).

(3) The option vested in four equal annual installments beginning on July 7, 2009.

(4) The option vested in four equal annual installments beginning on December 15, 2009.

(5) The option vested in four equal annual installments beginning on December 15, 2009.

(6) The option vested in four equal annual installments beginning on July 7, 2009.

(7) The option vested in four equal annual installments beginning on December 14, 2013.

(8) No consideration was paid for the derivative security.

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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