

Coward Jerrit M
Form 4
March 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Coward Jerrit M

2. Issuer Name and Ticker or Trading Symbol
Willbros Group, Inc.\NEW\ [WG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4400 POST OAK
PARKWAY, SUITE 1000

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

HOUSTON, TX 77027

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

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

(City) (State) (Zip)

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 (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/12/2013		F	1,524 D \$ 8.45	108,864	D	
Common Stock					202 (1)	I	401(k) Plan

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.

SEC 1474 (9-02)

Edgar Filing: Coward Jerrit M - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Reporting Person's Relationship to the Issuer (Instr. 3), 11. Date of Acquisition or Disposition (Instr. 3, 4, and 5), 12. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 13. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 14. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 15. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 16. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 17. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 18. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 19. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 20. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other), Title. Entry for Coward Jerrit M, 4400 POST OAK PARKWAY SUITE 1000 HOUSTON, TX 77027, Executive Vice President.

Signatures

Lori Pinder, Attorney-in-Fact for Jerrit M. Coward, 03/14/2013

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) Information is as of March 3, 2011
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.