

WILLBROS GROUP INC
Form 4
March 10, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
TAYLOR JAMES B

(Last) (First) (Middle)
15 SUNFLOWER DRIVE
(Street)
SANTA FE, NM 87506
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WILLBROS GROUP INC [WG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2008

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)

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 (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	03/06/2008		M		5,000 A \$ 12.38	8,583	D
Common Stock	03/06/2008		M		5,000 A \$ 8.2	13,583	D
Common Stock	03/06/2008		M		1,000 A \$ 14.8	14,583	D
Common Stock	03/06/2008		M		1,000 A \$ 9.1	15,583	D
Common Stock	03/06/2008		M		1,000 A \$ 6	16,583	D
	03/06/2008		M		5,000 A \$ 5.13	21,583	D

Edgar Filing: WILLBROS GROUP INC - Form 4

Common
Stock

Common
Stock

1,000

I

By Trust

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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 12.38	03/06/2008		M	5,000	07/12/2004 01/12/2014	Common Stock	5,000	
Employee Stock Option (right to buy)	\$ 8.2	03/06/2008		M	5,000	08/24/2003 02/24/2013	Common Stock	5,000	
Employee Stock Option (right to buy)	\$ 14.8	03/06/2008		M	1,000	08/24/2002 02/24/2012	Common Stock	1,000	
Employee Stock Option (right to buy)	\$ 9.1	03/06/2008		M	1,000	08/24/2001 02/24/2011	Common Stock	1,000	
	\$ 6	03/06/2008		M	1,000	08/24/2000 02/24/2010		1,000	

Employee Stock Option (right to buy)									Common Stock	
Employee Stock Option (right to buy)	\$ 5.13	03/06/2008	M	5,000	08/24/1999	02/24/2009			Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR JAMES B 15 SUNFLOWER DRIVE SANTA FE, NM 87506		X		

Signatures

Dennis G. Berryhill, Attorney-in-fact for James B. Taylor	03/10/2008
<u> </u> **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).
- 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.