

NIELSEN STEVEN E

Form 4

October 24, 2018

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

11780 U.S. HIGHWAY 1, SUITE  
600

(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)

10/24/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/17/2018		G <sup>(1)</sup>	V	3,044	D	\$ 0	687,049	D	
Common Stock	10/24/2018		A		5,352 <sup>(2)</sup>	A	\$ 0 <sup>(3)</sup>	692,401	D	
Common Stock	10/24/2018		F		1,666	D	\$ 71.66	690,735	D	
Common Stock	10/24/2018		A		5,100 <sup>(4)</sup>	A	\$ 0 <sup>(3)</sup>	695,835	D	
Common Stock	10/24/2018		F		1,589	D	\$ 71.66	694,246	D	

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				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
NIELSEN STEVEN E 11780 U.S. HIGHWAY 1 SUITE 600 PALM BEACH GARDENS, FL 33408	X		President & CEO	

## Signatures

Richard B. Vilsoet, Attorney-in-Fact for Steven E. Nielsen  
10/24/2018

\_\_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) Gift to the Margaret Ellen Nielsen Foundation, a charitable foundation of which Mr. Nielsen is President and a Director. Mr. Nielsen disclaims beneficial ownership of all shares of common stock held by the foundation.

Represents shares of DY common stock acquired upon the settlement of RSUs that were granted in October 2015 and settled on October 24, 2018. Each RSU represents a contingent right to acquire one share of DY common stock upon the satisfaction of pre-established

(2) performance measures set forth in the award documents. The performance measures are based on (i) operating earnings and (ii) the ratio of operating cash flow to net income, in each case before certain items. The shares reported include 1,930 shares that vested in connection with the satisfaction of the performance measures described in the previous sentence over the preceding three year performance period.

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- (3) No consideration was paid for the shares.

Represents shares of DY common stock acquired upon the settlement of RSUs that were granted in October 2016 and settled on October 24, 2018. Each RSU represents a contingent right to acquire one share of DY common stock upon the satisfaction of pre-established

- (4) performance measures set forth in the award documents. The performance measures are based on (i) operating earnings and (ii) the ratio of operating cash flow to net income, in each case before certain items. The shares reported include 1,839 shares that vested in connection with the satisfaction of the performance measures described in the previous sentence over the preceding three year performance period.

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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