

MYR GROUP INC.  
Form 3  
January 13, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Waneka Jeffrey J.</p> <p>(Last) (First) (Middle)</p> <p>1701 GOLF ROAD SUITE 3-1012</p> <p>(Street)</p> <p>ROLLING MEADOWS, IL 60008</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MYR GROUP INC. [MYRG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP and COO C&amp;I</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,924	D	^
Common Stock	143 <sup>(1)</sup>	D	^
Common Stock	135 <sup>(2)</sup>	D	^
Common Stock	189 <sup>(3)</sup>	D	^
Common Stock	884 <sup>(4)</sup>	D	^
Common Stock	1,224 <sup>(5)</sup>	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option	03/24/2011 <sup>(6)</sup>	03/24/2020	Common Stock	573	\$ 17.18	D	Â
Non-Qualified Stock Option	03/24/2012 <sup>(6)</sup>	03/24/2021	Common Stock	420	\$ 24.18	D	Â
Non-Qualified Stock Option	03/23/2013 <sup>(6)</sup>	03/23/2022	Common Stock	1,484	\$ 17.48	D	Â
Non-Qualified Stock Option	03/25/2014 <sup>(6)</sup>	03/25/2023	Common Stock	709	\$ 24.68	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waneka Jeffrey J. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008	Â	Â	Â SVP and COO C&I	Â

## Signatures

/s/ GERALD B. ENGEN, JR. as Attorney-in-fact for Jeffrey J. Waneka

01/13/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Shares of restricted stock awarded pursuant to Issuer's 2007 Long-Term Incentive Plan as amended. These shares are scheduled to vest on 3/23/2017
- (2) Shares of restricted stock awarded pursuant to Issuer's 2007 Long-Term Incentive Plan as amended. These shares are scheduled to vest as follows: 68 shares on 3/25/2017 and 67 shares on 3/25/2018.
- (3) Shares of restricted stock awarded pursuant to Issuer's 2007 Long-Term Incentive Plan as amended. These shares are scheduled to vest on 3/24/2017.
- (4) Shares of restricted stock awarded pursuant to Issuer's 2007 Long-Term Incentive Plan as amended. These shares are scheduled to vest as follows: 442 shares on 3/24/2017 and 442 shares on 3/24/2018.
- (5) Shares of restricted stock awarded pursuant to Issuer's 2007 Long-Term Incentive Plan as amended. These shares are scheduled to vest as follows: 408 shares on each of 3/24/2017, 3/24/2018 and 3/24/2019.
- (6) Non-qualified stock options, all of which have vested.

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**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney.

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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