

Engen Gerald B. Jr.
Form 4
August 17, 2009

FORM 4

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

OMB APPROVAL

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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 *
Engen Gerald B. Jr.

2. Issuer Name and Ticker or Trading Symbol
MYR GROUP INC. [MYRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
MYR GROUP INC., 1701 GOLF ROAD SUITE 3-1012
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CLO, VP and Secretary

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

ROLLING MEADOWS, IL 60008-4210

(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				(A) or (D)	Price
Common Stock	08/13/2009		M			12,000	A	\$ 3.6481	20,224	D	
Common Stock	08/13/2009		S			100	D	\$ 21.68	20,124	D	
Common Stock	08/13/2009		S			100	D	\$ 21.69	20,024	D	
Common Stock	08/13/2009		S			96	D	\$ 21.7	19,928	D	
Common Stock	08/13/2009		S			400	D	\$ 21.71	19,528	D	

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Common Stock	08/13/2009	S	704	D	\$ 21.72	18,824	D
Common Stock	08/13/2009	S	100	D	\$ 21.73	18,724	D
Common Stock	08/13/2009	S	300	D	\$ 21.74	18,424	D
Common Stock	08/13/2009	S	300	D	\$ 21.75	18,124	D
Common Stock	08/13/2009	S	200	D	\$ 21.81	17,924	D
Common Stock	08/13/2009	S	600	D	\$ 21.86	17,324	D
Common Stock	08/13/2009	S	100	D	\$ 21.91	17,224	D
Common Stock	08/13/2009	S	400	D	\$ 21.94	16,824	D
Common Stock	08/13/2009	S	400	D	\$ 21.96	16,424	D
Common Stock	08/13/2009	S	100	D	\$ 21.97	16,324	D
Common Stock	08/13/2009	S	200	D	\$ 21.98	16,124	D
Common Stock	08/13/2009	S	400	D	\$ 21.99	15,724	D
Common Stock	08/13/2009	S	300	D	\$ 22	15,424	D
Common Stock	08/13/2009	S	100	D	\$ 22.02	15,324	D
Common Stock	08/13/2009	S	100	D	\$ 22.03	15,224	D
Common Stock	08/13/2009	S	100	D	\$ 22.07	15,124	D
Common Stock	08/13/2009	S	200	D	\$ 22.08	14,924	D
Common Stock	08/13/2009	S	200	D	\$ 22.09	14,724	D
Common Stock	08/13/2009	S	300	D	\$ 22.1	14,424	D
Common Stock	08/13/2009	S	100	D	\$ 22.11	14,324	D
	08/13/2009	S	100	D	\$ 22.14	14,224	D

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Common
Stock

Common Stock	08/13/2009	S	100	D	\$ 22.15	14,124	D
Common Stock	08/13/2009	S	100	D	\$ 22.27	14,024	D
Common Stock	08/13/2009	S	500	D	\$ 22.31	13,524	D

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option	\$ 3.6481	08/13/2009		M	12,000	12/20/2007 06/02/2016	Common Stock	12	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Engen Gerald B. Jr.
MYR GROUP INC.
1701 GOLF ROAD SUITE 3-1012
ROLLING MEADOWS, IL 60008-4210

CLO, VP
and
Secretary

Signatures

/s/ Gerald B. Engen, Jr. 08/17/2009

**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).

Remarks:

FORM 1 of 2

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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