

WILLBROS GROUP INC
Form 8-K
January 16, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) January 9, 2007

WILLBROS GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Republic of Panama

(State or Other Jurisdiction of Incorporation)

1-11953 **98-0160660**
(Commission File Number) **(IRS Employer Identification No.)**
Plaza 2000 Building, 50th Street, 8th Floor, P.O. Box 0816-01098, Panama, Republic of Panama

(Address of Principal Executive Offices) (Zip Code)

+50-7-213-0947

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Effective January 9, 2007, Peter A. Leidel has resigned his position as a member of the Board of Directors of Willbros Group, Inc. (the Registrant). The Registrant s press release announcing his resignation and the election of Gerald J. Maier as a director, which is discussed below, is attached as Exhibit 99.1 to this Form 8-K.

(d) On January 9, 2007, the Board of Directors of the Registrant, upon the recommendation of the Nominating/Corporate Governance Committee of the Board of Directors, appointed Gerald J. Maier to serve as a Class I director of the Board of Directors, to fill the vacancy created due to Mr. Leidel s resignation, for a term expiring at the Annual Meeting of Stockholders of the Registrant in 2009 and until his successor is duly elected or chosen and qualifies, unless he sooner dies, resigns or is removed. He has not been appointed to any committees of the Board of Directors.

Mr. Maier, as a non-employee director, will participate in the Registrant s 2006 Director Restricted Stock Plan, as amended (the Plan). In conjunction with his appointment, he will automatically receive an initial award of rights to receive shares of Common Stock of the Registrant under the Plan. The number of shares represented by the rights will equal \$30,000 divided by the fair market value of a share of Common Stock of the Registrant on the day of the award (or 1,631 shares). As a non-employee director, Mr. Maier will receive cash compensation consistent with other non-employee directors as reported in the Registrant s Proxy Statement for its 2006 Annual Meeting of Stockholders filed on July 5, 2006.

Also in conjunction with his appointment, on January 9, 2007, the Registrant entered into an Indemnification Agreement with Mr. Maier, the form of which has been filed as Exhibit 10.16 to the Registrant s Registration Statement on Form S-1, Registration No. 333-5413. The Indemnification Agreement provides indemnity to the director against liabilities incurred in the performance of his duties to the fullest extent permitted by law.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is filed herewith:

99.1 Press release dated January 11, 2007, issued by the Registrant.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WILLBROS GROUP, INC.

Date: January 16, 2007

By: /s/ Van A. Welch
Van A. Welch
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press release dated January 11, 2007, issued by the Registrant. |