Willbros Group, Inc.\NEW\ Form 4 March 17, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Persons who respond to the collection of

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3235-0287

Expires:

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if no longer

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

may continue.

See Instruction

Coward Jer	rit M	Symbol	os Group, Inc.\NEW\ [WG]	Issuer								
(Last)	(First) (I		of Earliest Transaction	(Check all applicable)								
, ,	· , ,	(Month/	Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify								
4400 POST PARKWAY	Y, SUITE 1000	03/15/2	2014	below) below) Executive Vice President								
	(Street)	4. If Am	endment, Date Original	6. Individual or Joint/Group Filing(Check								
************		Filed(Me	onth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting								
HOUSTON	I, TX 77027			Person								
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	(A)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s)								
Common Stock	03/15/2014		Code V Amount (D) Price F 1,026 D \$ 10.92	(Instr. 3 and 4) 151,457 D								
Common Stock				202 <u>(1)</u> I 401(k) Plan								
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.												

SEC 1474

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	TC'41	or		
						Exercisable	Date	Title	Number		
				C 1 17	(A) (D)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Coward Jerrit M 4400 POST OAK PARKWAY SUITE 1000 HOUSTON, TX 77027

Executive Vice President

Signatures

Lori Pinder, Attorney-in-Fact for Jerrit M. Coward

03/17/2014

**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) Information is as of March 3, 2011

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.

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