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WILLBROS GROUP INC
Form 8-K
March 04, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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) March 4, 2004

WILLBROS GROUP, INC.

(Exact name of registrant as specified in its charter)

Republic of Panama ----- (State or other jurisdiction of incorporation)	1-11953 ----- (Commission File Number)	98-0160660 ----- (I.R.S. Employer Identification No.)
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Plaza 2000 Building
50th Street, 8th Floor
Apartado 0816-01098
Panama, Republic of Panama

(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code (50-7) 213-0947

Plaza 2000 Building, 50th Street, 8th Floor, Apartado 0816-01098,
Panama 5, Republic of Panama

(Former name or former address, if changed since last report)

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Item 5. Other Events.

On March 4, 2004, the Registrant issued a press release announcing its intention to sell, subject to market and other conditions, \$60 million aggregate principal amount of its Convertible Senior Notes due 2024 in a private, unregistered offering to "qualified institutional buyers," pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Act"). The Registrant intends to grant the initial purchasers an option to purchase up to an additional \$10 million aggregate principal amount of the notes. The notes will be convertible under certain circumstances into shares of the Registrant's common stock. The press release was issued in accordance with Rule 135c promulgated under the Act.

A copy of the press release dated March 4, 2004, is attached as an exhibit hereto and incorporated herein by reference.

The information contained in this Current Report on Form 8-K, including the exhibit hereto, is neither an offer to sell nor a solicitation of an offer to purchase any of the securities to be offered. The securities to be offered have not been registered under the Act or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Act and applicable state securities laws.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

99 Press release dated March 4, 2004, 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: March 4, 2004

By: /s/ Warren L. Williams

Warren L. Williams
Senior Vice President, Chief
Financial Officer and Treasurer

Exhibit Index

Exhibit Number	Description
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Press release dated March 4, 2004, issued by the Registrant.