Freeman Linnie A Form 4 June 05, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

Stock

Common

06/01/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * Freeman Linnie A			2. Issuer Name and Ticker or Trading Symbol Willbros Group, Inc.\NEW\ [WGRP]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle)			•									
(Last)	(FIISI)	(Middle)	3. Date of Earliest Transaction				Dimantan	100	Orran			
4400 POST OAK PKWY, STE 1000			(Month/Day/Year) 06/01/2018					Director 10% Owner X Officer (give title Other (specify below) below) SVP, General Counsel				
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check						
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line)					
HOUSTON, TX 77027									_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Da	te 2A. Dee	med	3.	4. Securiti	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year) Execution		on Date, if	Transaction(A) or Disposed of				Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	(D)			Beneficially	(D) or	Beneficial		
			Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						(A) or		Reported Transaction(s) (Instr. 2 and 4)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	06/01/2018			D	63,109 (1)	D	\$ 0.6	0	D			

(1)

(2)

D

60,000

D

0.6

0

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

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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. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Freeman Linnie A 4400 POST OAK PKWY STE 1000 HOUSTON, TX 77027

SVP, General Counsel

Signatures

S. Brett Luz, Attorney-in-Fact for Linnie A. Freeman

06/05/2018

**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).
- Disposed of pursuant to the Agreement and Plan of Merger, dated as of March 27, 2018, among the issuer, Primoris Services Corporation (1) ("Primoris") and Waco Acquisition Vehicle, Inc., a wholly-owned subsidiary of Primoris (the "Merger Agreement"), in exchange for \$0.60 per share in cash.
- Consists of performance-based restricted stock units at target cancelled in exchange for \$0.60 per share in cash pursuant to the Merger

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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