

DYCOM INDUSTRIES INC

Form 4

July 10, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DeFerrari H Andrew

(Last) (First) (Middle)

11770 U.S. HIGHWAY 1, SUITE
101

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol

DYCOM INDUSTRIES INC [DY]

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

07/08/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Sr. VP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PALM BEACH
GARDENS, FL 33408

(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(A) Code (Instr. 8)	4. Securities Acquired 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/08/2014		M ⁽¹⁾	6,122 A	\$ 25.78 67,868	D	
Common Stock	07/08/2014		F ⁽¹⁾	5,430 D	\$ 30.532 62,438	D	
Common Stock	07/08/2014		S ⁽¹⁾	692 D	\$ 30.532 61,746	D	
Common Stock	07/10/2014		M	3,878 A	\$ 25.78 65,624	D	

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.78	07/08/2014		M ⁽¹⁾	6,122	<u>(3)</u> 07/14/2014	Common Stock	6,122
Employee Stock Option (right to buy)	\$ 25.78	07/10/2014		M	3,878	<u>(3)</u> 07/14/2014	Common Stock	3,878

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeFerrari H Andrew 11770 U.S. HIGHWAY 1 SUITE 101 PALM BEACH GARDENS, FL 33408			Sr. VP & CFO	

Signatures

Richard B. Vilsoet, Attorney-in-Fact for H. Andrew
DeFerrari

07/10/2014

__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) This transaction was effected pursuant to a written 10b5-1 trading plan adopted in accordance with Securities and Exchange Commission Rule 10b5-1.

This price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$30.29 to \$30.73, inclusive.

- (2) The reporting person undertakes to provide to Dycom Industries, Inc., any security holder of Dycom Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).

- (3) The option vested in four equal annual installments beginning on July 14, 2005.

- (4) No consideration was paid for the derivative security.

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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