

DYCOM INDUSTRIES INC  
Form 4  
March 04, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NIELSEN STEVEN E

2. Issuer Name and Ticker or Trading Symbol  
DYCOM INDUSTRIES INC [DY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
11770 U.S. HIGHWAY 1, SUITE 101  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/02/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Code (Instr. 8)	4. Securities Acquired (A) 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/02/2015		M	A	\$ 12.97	685,078	D
Common Stock	03/02/2015		M	A	\$ 6.83	735,178	D
Common Stock	03/02/2015		F	D	\$ 43.938	707,187	D
Common Stock	03/02/2015		S	D	\$ 43.938	680,918	D

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Common Stock	03/03/2015	M	19,900	A	\$ 6.83	700,818	D	
Common Stock	03/03/2015	F	10,155	D	\$ <u>(2)</u>	43,627	690,663	D
Common Stock	03/03/2015	S	9,745	D	\$ <u>(2)</u>	43,627	680,918	D
Common Stock	03/04/2015	M	7,689	A	\$ 12.97	688,607	D	
Common Stock	03/04/2015	M	311	A	\$ 18.97	688,918	D	

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

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SEC 1474  
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.97	03/02/2015		M	4,160	<u>(3)</u>	07/06/2018	Common Stock	4,160
Employee Stock Option (right to buy)	\$ 6.83	03/02/2015		M	50,100	<u>(4)</u>	12/14/2018	Common Stock	50,100
Employee Stock Option (right to	\$ 6.83	03/03/2015		M	19,900	<u>(5)</u>	12/14/2018	Common Stock	19,900

buy)

Employee  
Stock

Option (right to buy)	\$ 12.97	03/04/2015	M	7,689	<u>(6)</u>	07/06/2018	Common Stock	7,689
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Employee  
Stock

Option (right to buy)	\$ 18.67	03/04/2015	M	311	<u>(7)</u>	12/13/2022	Common Stock	311
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIELSEN STEVEN E 11770 U.S. HIGHWAY 1, SUITE 101 PALM BEACH GARDENS, FL 33408	X		President & CEO	

## Signatures

/s/ Richard B. Vilsoet, Attorney-in-Fact for Steven E.  
Nielsen

03/04/2015

\*\*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 price is a weighted average price. 46,850 shares were sold in multiple transactions at prices ranging from \$43.43 to \$44.43, inclusive and 7,410 shares were sold in multiple transactions at prices ranging from \$44.44 to \$44.78, inclusive.

This price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$43.22 to \$44.01, 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 ranges set forth in footnote (1) above and this footnote (2).

(3) The option vested in four equal annual installments beginning on July 7, 2009.

(4) The option vested in four equal annual installments beginning on December 15, 2009.

(5) The option vested in four equal annual installments beginning on December 15, 2009.

(6) The option vested in four equal annual installments beginning on July 7, 2009.

(7) The option vested in four equal annual installments beginning on December 14, 2013.

(8) 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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