

DYCOM INDUSTRIES INC
 Form 4
 May 28, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)
 11780 U.S. HIGHWAY 1, SUITE 600
 (Street)

PALM BEACH GARDENS, FL 33408

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/26/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/26/2015 | | M | | 95,905 | A | \$ 8.55 |
| Common Stock | 05/26/2015 | | F | | 48,471 | D | \$ 57.7759 |
| Common Stock | 05/26/2015 | | S | | 47,434 | D | \$ 57.7759 |
| Common Stock | 05/27/2015 | | M | | 17,400 | A | \$ 8.55 |

Edgar Filing: DYCOM INDUSTRIES INC - Form 4

| | | | | | | | |
|--------------|------------|---|-------|---|----------------------|---------|---|
| Common Stock | 05/27/2015 | F | 8,791 | D | \$ 57.8909 (2) | 697,527 | D |
| Common Stock | 05/27/2015 | S | 8,609 | D | \$ 57.8909 (2) | 688,918 | D |
| Common Stock | 05/27/2015 | M | 4,500 | A | \$ 18.67 | 693,418 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 8.55 | 05/26/2015 | | M | 95,905 | (3) 12/15/2019 | Common Stock | 95,905 | |
| Employee Stock Option (right to buy) | \$ 8.55 | 05/27/2015 | | M | 17,400 | (3) 12/15/2019 | Common Stock | 17,400 | |
| Employee Stock Option (right to buy) | \$ 18.67 | 05/27/2015 | | M | 4,500 | (5) 12/13/2022 | Common Stock | 4,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| NIELSEN STEVEN E 11780 U.S. HIGHWAY 1, SUITE 600 PALM BEACH GARDENS, FL 33408 | X | | President & CEO | |

Signatures

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

 **Signature of Reporting Person

05/28/2015

 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. 93,805 shares were sold in multiple transactions at prices ranging from \$57.36 to \$58.33, inclusive and 2,100 shares were sold in multiple transactions at prices ranging from \$58.37 to \$58.59, inclusive.
 This price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$57.50 to \$58.37, inclusive.
- (2) The reporting person undertakes to provide to Dycm Industries, Inc., any security holder of Dycm 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 December 16, 2010.
- (4) No consideration was paid for the derivative security.
- (5) The option vests in four equal annual installments beginning on December 14, 2013.

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.