

STERLING CONSTRUCTION CO INC  
 Form 4  
 February 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WRIGHT THOMAS R**

2. Issuer Name and Ticker or Trading Symbol  
**STERLING CONSTRUCTION CO INC [STRL]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1800 HUGHES LANDING  
 BLVD., SUITE 250  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/29/2015

\_\_\_\_ Director  
 Officer (give title below) EVP & Chief Financial Officer  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

THE WOODLANDS, TX 77380  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	01/29/2015		A	A	\$ 0 (1) 28,177	D	
Common Stock	01/29/2015		A	A	\$ 0 (2) 57,958	D	

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 Security (Instr. 3 and 4)
Restricted Stock Units	(3)	01/29/2015		A	29,781	12/31/2017 <sup>(4)</sup> 12/31/2017 <sup>(4)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT THOMAS R 1800 HUGHES LANDING BLVD. SUITE 250 THE WOODLANDS, TX 77380			EVP & Chief Financial Officer	

## Signatures

Roger M. Barzun under a Power of Attorney  
02/02/2015  
\*\*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).
- These shares were awarded to the Reporting Person by the Company as incentive compensation pursuant to the Company's 2014
- (1) Incentive Compensation Plan. The shares are subject to restrictions on their sale or other transfer and to forfeiture under certain circumstances.
  - (2) These shares were awarded to the Reporting Person pursuant to the Company's 2015 Long-Term Incentive Program and are subject to restrictions on their sale or other transfer and to forfeiture under certain circumstances.
  - (3) Each restricted stock unit represents the contingent right to receive one share of common stock if or when the restricted stock unit vests.
  - (4) The restricted stock units vest, if at all, on December 31, 2017 to the extent of the achievement by the Company of a financial goal. Units that do not vest are forfeited.
  - (5) These restricted stock units were issued to the Reporting Person pursuant to the Company's 2015 Long-Term Incentive Compensation Program.

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.