

MDU RESOURCES GROUP INC

Form 4

May 28, 2008

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 *
Stumpf John P

(Last) (First) (Middle)

MDU RESOURCES GROUP,
INC., P. O. BOX 5650

(Street)

BISMARCK, ND 58606-5650

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MDU RESOURCES GROUP INC
[MDU]

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2008

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)
VP - Strategic Planning

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	05/23/2008		M		5,442	A	\$ 16.1956
Common Stock	05/23/2008		S		4,042	D	\$ 31.61
Common Stock	05/23/2008		S		200	D	\$ 31.62
Common Stock	05/23/2008		S		300	D	\$ 31.63
Common Stock	05/23/2008		S		900	D	\$ 31.64

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Common Stock - (401-k)	9,148.886	I	By Trustee
Common Stock	1,088.068	I	Custodian

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
Stock Options (Right to buy)	\$ 16.1956	05/23/2008		M	5,442	02/15/2010 02/15/2011	Common Stock	5,442

Reporting Owners

Reporting Owner Name / Address	Relationships
Stumpf John P MDU RESOURCES GROUP, INC. P. O. BOX 5650 BISMARCK, ND 58606-5650	Director 10% Owner Officer Other VP - Strategic Planning

Signatures

JohnP.Stumpf 05/28/2008

**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) These options were exercisable 2/15/2010. Vesting was accelerated for all options to 2/15/07 upon attainment of certain performance goals. The filing system will not allow a change in the Date Exercisable column from 2/15/2010 to 2/15/07.

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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