

WILLBROS GROUP INC

Form 4

March 10, 2008

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

OMB APPROVAL

OMB
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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 *
TAYLOR JAMES B2. Issuer Name **and** Ticker or Trading
Symbol
WILLBROS GROUP INC [WG]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

15 SUNFLOWER DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2008☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)

SANTA FE, NM 87506

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/06/2008		M		5,000	A	\$ 12.38	8,583	D	
Common Stock	03/06/2008		M		5,000	A	\$ 8.2	13,583	D	
Common Stock	03/06/2008		M		1,000	A	\$ 14.8	14,583	D	
Common Stock	03/06/2008		M		1,000	A	\$ 9.1	15,583	D	
Common Stock	03/06/2008		M		1,000	A	\$ 6	16,583	D	
	03/06/2008		M		5,000	A	\$ 5.13	21,583	D	

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Common
Stock

Common
Stock

1,000

I

By Trust

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)	\$ 12.38	03/06/2008		M	5,000	07/12/2004	01/12/2014	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 8.2	03/06/2008		M	5,000	08/24/2003	02/24/2013	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 14.8	03/06/2008		M	1,000	08/24/2002	02/24/2012	Common Stock	1,000
Employee Stock Option (right to buy)	\$ 9.1	03/06/2008		M	1,000	08/24/2001	02/24/2011	Common Stock	1,000
	\$ 6	03/06/2008		M	1,000	08/24/2000	02/24/2010		1,000

Employee Stock Option (right to buy)									Common Stock	
Employee Stock Option (right to buy)	\$ 5.13	03/06/2008		M	5,000	08/24/1999	02/24/2009		Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR JAMES B 15 SUNFLOWER DRIVE SANTA FE, NM 87506		X		

Signatures

Dennis G. Berryhill, Attorney-in-fact for James B. Taylor	03/10/2008
**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).

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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