

Imsdahl Bruce T
 Form 4
 February 03, 2006

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 *
 Imsdahl Bruce T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & CEO, Mont.-Dakota

MONTANA-DAKOTA UTILITIES CO., 400 NORTH FOURTH STREET

(Street)

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

BISMARCK, ND 58501

(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)
			Code	V Amount (D) Price			
Common Stock	02/01/2006		M	11,361 A \$ 19.8267	17,859	D	
Common Stock	02/01/2006		S	300 D \$ 36.05	17,559	D	
Common Stock	02/01/2006		S	9,500 D \$ 36.09	8,059	D	
Common Stock	02/01/2006		S	1,200 D \$ 36.19	6,859	D	
Common Stock	02/01/2006		S	361 D \$ 36.23	6,498	D	
Common Stock - (401-k)					15,043.211	I	By Trustee

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Common Stock - (ESOP)	8,789.909	I	By Trustee
Common Stock-Restricted Stock	3,060	I	By Trustee
Common Stock	15,896.49	I	Imsdahl Family Trust

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to buy)	\$ 19.8267	02/01/2006		M	11,361	02/15/2010 02/15/2011	Common Stock	11,361

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Imsdahl Bruce T MONTANA-DAKOTA UTILITIES CO. 400 NORTH FOURTH STREET BISMARCK, ND 58501			President & CEO, Mont.-Dakota	

Signatures

Bruce T. Imsdahl
Date: 02/03/2006

__Signature of
Reporting Person

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 except for 17,264. The balance of the 17,264 will vest on 2/15/2010, but vesting of some or all of these 17,264 may be accelerated depending on attainment of certain performance goals.

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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