

Goodin David L
Form 4
November 20, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Goodin David L

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)
MONTANA-DAKOTA UTILITIES
CO., 400 NORTH FOURTH
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2012

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Pres. & CEO-Montana-Dakota

(Street)
BISMARCK, ND 58501

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	11/16/2012		P		100	A \$ 19.73	12,966.798	D	
Common Stock	11/16/2012		P		708	A \$ 19.74	13,674.798	D	
Common Stock	11/16/2012		P		800	A \$ 19.75	14,474.798	D	
Common Stock	11/16/2012		P		300	A \$ 19.76	14,774.798	D	
	11/16/2012		P		3.092	A	17,866.798	D	

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Common Stock	\$ 19.77		
Common Stock	8,041.802	I	By Spouse
Common Stock - (401-k) ⁽¹⁾	11,251.963 ⁽²⁾	I	By Trustee

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodin David L MONTANA-DAKOTA UTILITIES CO. 400 NORTH FOURTH STREET BISMARCK, ND 58501			Pres. & CEO-Montana-Dakota	

Signatures

David L. Goodin 11/19/2012

 **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) As of the most recent quarter end, the number of shares may fluctuate daily depending on plan activity in the fund.
- (2) Reporting person no longer has a reportable interest in 1,010.904 shares of MDU Resources Group, Inc. stock previously held as custodian for children and included in the reporting person's prior ownership reports.

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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