## Edgar Filing: STERLING CONSTRUCTION CO INC - Form 4

STERLING Form 4 May 11, 2007	CONSTRUCT 7	TON CO IN	٩C								
FORM	1									PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
Check this box if no longer							Expires:	January 31, 2005			
subject to Section 1 Form 4 or	F CHAN	GES IN I SECUR	burden hou	Estimated average burden hours per response 0.5							
Form 5 obligation may cont <i>See</i> Instru 1(b).	<sup>1s</sup> Section 1	7(a) of the	Public Ut		ling Com	pany	Act of	e Act of 1934, f 1935 or Section 40		0.0	
(Print or Type F	lesponses)										
HEMSLEY MAARTEN D Sy			2. Issuer Name <b>and</b> Ticker or Trading Symbol STERLING CONSTRUCTION CO INC [STRL]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mon			3. Date of (Month/D 05/10/20	-	ansaction			_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chief Financial Officer			
				ndment, Dat hth/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)	Tabl	e I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye.	ar) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	4. Securiti n(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common stock	05/10/2007			М	28,424	А	\$ 2.75	129,312	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)			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
Stock option (right to buy)	\$ 2.75	05/10/2007		М		28,424	08/29/1991	06/13/2007	Common stock	28,424

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HEMSLEY MAARTEN D 20810 FERNBUSH LANE HOUSTON, X1 77073	Х		Chief Financial Officer					
Signatures								
/s/ Karen A. Stempinski, under POA		05/11/2007	7					

\*\*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. 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.