

DYCOM INDUSTRIES INC

Form 4

July 14, 2008

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 *
NIELSEN STEVEN E

2. Issuer Name and Ticker or Trading Symbol
DYCOM INDUSTRIES INC [DY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11770 U.S. HIGHWAY 1, SUITE 101

3. Date of Earliest Transaction (Month/Day/Year)
07/10/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

(Street)
PALM BEACH GARDENS, FL 33408

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 07/10/2008 | | P | A | \$ 12.91 | 425,100 | D |
| Common Stock | 07/10/2008 | | P | A | \$ 12.92 | 425,300 | D |
| Common Stock | 07/10/2008 | | P | A | \$ 12.94 | 425,400 | D |
| Common Stock | 07/10/2008 | | P | A | \$ 12.95 | 425,700 | D |
| Common Stock | 07/10/2008 | | P | A | \$ 12.99 | 426,000 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|-----------|---------|---|
| Common Stock | 07/10/2008 | P | 100 | A | \$ 13 | 426,100 | D |
| Common Stock | 07/10/2008 | P | 100 | A | \$ 13.01 | 426,200 | D |
| Common Stock | 07/10/2008 | P | 200 | A | \$ 13.02 | 426,400 | D |
| Common Stock | 07/10/2008 | P | 100 | A | \$ 13.03 | 426,500 | D |
| Common Stock | 07/10/2008 | P | 600 | A | \$ 13.04 | 427,100 | D |
| Common Stock | 07/10/2008 | P | 700 | A | \$ 13.08 | 427,800 | D |
| Common Stock | 07/10/2008 | P | 100 | A | \$ 13.11 | 427,900 | D |
| Common Stock | 07/10/2008 | P | 400 | A | \$ 13.12 | 428,300 | D |
| Common Stock | 07/10/2008 | P | 200 | A | \$ 13.13 | 428,500 | D |
| Common Stock | 07/10/2008 | P | 100 | A | \$ 13.15 | 428,600 | D |
| Common Stock | 07/10/2008 | P | 600 | A | \$ 13.16 | 429,200 | D |
| Common Stock | 07/10/2008 | P | 600 | A | \$ 13.17 | 429,800 | D |
| Common Stock | 07/10/2008 | P | 200 | A | \$ 13.18 | 430,000 | D |
| Common Stock | 07/10/2008 | P | 300 | A | \$ 13.19 | 430,300 | D |
| Common Stock | 07/10/2008 | P | 400 | A | \$ 13.2 | 430,700 | D |
| Common Stock | 07/10/2008 | P | 100 | A | \$ 13.207 | 430,800 | D |
| Common Stock | 07/10/2008 | P | 400 | A | \$ 13.22 | 431,200 | D |
| Common Stock | 07/10/2008 | P | 400 | A | \$ 13.23 | 431,600 | D |
| Common Stock | 07/10/2008 | P | 100 | A | \$ 13.24 | 431,700 | D |
| Common Stock | 07/10/2008 | P | 300 | A | \$ 13.25 | 432,000 | D |
| | 07/10/2008 | P | 100 | A | \$ 13.27 | 432,100 | D |

Common
Stock

Common Stock 07/10/2008 P 200 A \$ 13.29 432,300 D

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

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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 Beneficially Owned Following Reported Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NIELSEN STEVEN E 11770 U.S. HIGHWAY 1 SUITE 101 PALM BEACH GARDENS, FL 33408 | X | | CEO | |

Signatures

Richard B. Vilsoet, Attorney-in Fact for Steven E. Nielsen
Date: 07/14/2008

__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).

Remarks:

1 of 2 for filing 07/10/08 (27 transactions)

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