#### DYCOM INDUSTRIES INC

Form 4 July 12, 2013

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Form 4 or

Section 16. 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 \* Baxter Thomas G

(Zip)

(Last) (First) (Middle)

11770 U.S. HIGHWAY 1, SUITE 101

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

DYCOM INDUSTRIES INC [DY]

3. Date of Earliest Transaction (Month/Day/Year) 07/12/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

below)

Issuer

\_X\_\_ Director

Applicable Line) \_X\_ Form filed by One Reporting Person

Officer (give title

Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

**OMB APPROVAL** 

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

#### PALM BEACH GARDENS, FL 33408

(City)

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficically Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit on(A) or Di		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	07/12/2013		M	2,500	A	\$ 8.6	30,840	D	
Common Stock	07/12/2013		S	2,500	D	\$ 24.89	28,340	D	
Stock						(1)			

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. Transactic Code (Instr. 8)	5. Number on 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)	\$ 8.6	07/12/2013		M	6,250	<u>(2)</u>	11/23/2019	Common Stock	2,500

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
Baxter Thomas G 11770 U.S. HIGHWAY 1 SUITE 101 PALM BEACH GARDENS, FL 33408	X					

### **Signatures**

Richard B. Vilsoet, Attorney-in-Fact for Thomas G.

Baxter

07/12/2013

\*\*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).
  - The price reported in column 4 reflects the weighted average price. This transaction was executed in multiple trades at prices ranging
- (1) from \$24.87 to \$24.90. The reporting person hereby undertakes to provide upon request to the staff of the Securities Exchange Commission the issuer or a security holder of the issuer full information regarding the number of shares sold at each price at which the transaction was effected.
- (2) The option vests in four equal annual installments on November 23, 2010, November 22, 2011, November 20, 2012 and November 26, 2013
- (3) No consideration was paid for the derivative security.

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.

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