Edgar Filing: Baxter Thomas G - Form 4

Baxter Thoma	as G									
Form 4										
November 25	, 2009									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION						OMB APPROVAL				
	UNITED	STATES		TTES Af nington, l			NGE (COMMISSION	OMB Number:	3235-0287
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations	Filed purs	x 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							Expires:January 31, 2005Estimated average burden hours per response0.5	
may contin <i>See</i> Instruct 1(b).	nue. Section 17(a		of the Inv	•	•	•			n	
(Print or Type Re	esponses)									
\mathbf{D} and \mathbf{T}			2. Issuer Name and Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer		
			DYCOM	INDUS	FRIES IN	IC [I	DY]	(Chec	k all applicable	e)
(Last)	(First) (M	liddle)	3. Date of l (Month/Da		nsaction			X Director		Owner
11770 U.S. H 101	IIGHWAY 1, SU	JITE	11/24/20	09				Officer (give below)	titleOtho	er (specify
	(Street) 4. If Amen Filed(Month			dment, Date Original h/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 		
PALM BEAG GARDENS,								Form filed by M Person	More than One Re	eporting
(City)		(Zip)	Table	I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executi any		Code (Instr. 8)	TransactionAcquired (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Restricted Stock Units	11/24/2009			A	2,906 (2)	A	\$ 0 (3)	19,681	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)

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 8.6	11/24/2009		А	10,000	11/23/2010 <u>(4)</u>	11/24/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Baxter Thomas G 11770 U.S. HIGHWAY 1 SUITE 101 PALM BEACH GARDENS, FL 33408	Х					
Signatures						
Richard B. Vilsoet, Attorney-in-Fact for Baxter	11/25/2009					
** Signature of Reporting Person			Da	ate		

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) Each restricted stock unit represents a contingent right to acquire one (1) share of Dycom Industries, Inc. common stock, par value \$0.33 1/3 per share.
- (2) The restricted stock units will vest on November 23, 2010.
- (3) No consideration was paid for the restricted stock units.
- (4) The option vests in four annual installments beginning on November 23, 2010.
- (5) 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.