

DYCOM INDUSTRIES INC

Form 4

December 16, 2016

FORM 4

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

OMB APPROVAL

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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 *
DeFerrari H Andrew

(Last) (First) (Middle)

11780 U.S. HIGHWAY 1, SUITE 600

(Street)

PALM BEACH GARDENS, FL 33408

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP & CFO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Restricted Stock Units (1)	12/14/2016		A		2,639 (2) \$ 0 (3)	D	
Common Stock	12/14/2016		A		13,706 (4) \$ 0 (3)	D	
Common Stock	12/14/2016		F(5)		7,784 \$ 79.02	D	
Common Stock	12/15/2016		M		2,800 \$ 8.55	D	

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- These shares were awarded in settlement of the restricted stock units that vested on December 14, 2016 based upon the satisfaction of the following pre-established performance measures (i) operating earnings and (ii) the ratio of operating cash flow to net income, in each case before certain items. The shares reported include 1,206 shares that vested in connection with the satisfaction of the performance measures described in the preceding three year performance period.
- (4)
 - (5) Withholding of common stock for the payment of tax liability incident to the vesting of restricted stock units.
 - (6) The Option vested in four substantially equal annual installments beginning on December 16, 2010.
 - (7) No consideration was paid for the derivative security.

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