Willbros Group, Inc.\NEW\ Form 4

June 12, 2015

FORM 4

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

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

1. Name and Address of Reporting Person * INFRASTRUX HOLDINGS, LLC

(First) (Middle) (Last)

C/O TENASKA CAPITAL MANAGEMENT, LLC, 14302 FNB **PARKWAY**

(Street)

(City)

1. Title of

Security

(Instr. 3)

Common

Stock

(State)

06/10/2015

OMAHA, NE 68154

(Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

Willbros Group, Inc.\NEW\ [WG]

(Month/Day/Year) 06/10/2015

A

4. If Amendment, Date Original

Filed(Month/Day/Year)

4. Securities Acquired 5. Amount of 3. (Month/Day/Year) Execution Date, if

Transaction(A) or Disposed of Code (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or Code V (D) Amount

75,758 Α Transaction(s) (Instr. 3 and 4)

8,074,627

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

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Price

\$0

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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(Print or Type Responses)

3. Date of Earliest Transaction

Director Officer (give title below)

Issuer

X 10% Owner Other (specify

(Check all applicable)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

Securities

Owned

Beneficially

Following

Reported

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

D

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) (Instr. 4) (Instr. 4)

Ownership

SEC 1474 (9-02)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exer Expiration D		7. Title an Amount o		Price of	9. Nu Deriv
Security	or Exercise	(, , , , , , , , , , , , , , , , , , ,	any	Code	of	(Month/Day		Underlyin		urity	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	` •	10)	Securities	C	str. 5)	Bene
(msu. 5)	Derivative		(Month Day Tear)	(111501.0)	Securities			(Instr. 3 at	`	,u. 5)	Owne
	Security				Acquired	•		(msu. 5 ai	iiu +)		Follo
	Security				(A) or						
					` /						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Am	nount		
						_		or			
						Date Exercisable	Expiration Date		mber		
								of			
				Code V	(A) (D)			Sha	ares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner rune / runess	Director	10% Owner	Officer	Other		
INFRASTRUX HOLDINGS, LLC C/O TENASKA CAPITAL MANAGEMENT, LLC 14302 FNB PARKWAY OMAHA, NE 68154		X				
TENASKA PF G, LLC C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154		X				
TENASKA POWER FUND, LP C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154		X				
TPF POWER, INC. C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154		X				
TPF INFRASTRUX HOLDINGS, LLC C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154		X				

Signatures

Ryan T. Schroer, Senior Vice President, TPF Power, Inc., Manager of INFRASTRUX HOLDINGS, LLC			
**Signature of Reporting Person	Date		
Ryan T. Schroer, Senior Vice President, TPF POWER, INC.	06/11/2015		
**Signature of Reporting Person	Date		

Reporting Owners 2

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Ryan T. Schroer, Senior Vice President, TPF Power, Inc., Manager of TPF INFRASTRUX HOLDINGS, LLC

**Signature of Reporting Person

Ryan T. Schroer, Senior Vice President, Tenaska PF G, LLC, General Partner of TENASKA POWER FUND, L.P.

06/11/2015

Date

**Signature of Reporting Person

Date

Ryan T. Schroer, Senior Vice President, TENASKA PF G, LLC

06/11/2015

**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.

Signatures 3