

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

OMAHA, NE 68154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Willbros Group, Inc.\NEW\ [WG]

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

06/10/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
Common Stock	06/10/2015		A	75,758	A \$ 0 8,074,627	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
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SEC 1474
(9-02)

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. 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 Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

06/11/2015

****Signature of Reporting Person**

Date _____

Ryan T. Schroer, Senior Vice President, TPF POWER, INC.

06/11/2015

 **Signature of Reporting Person

Date _____

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

06/11/2015

__Signature of Reporting Person

Date

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

06/11/2015

__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.

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