

Willbros Group, Inc.\NEW\
Form 4
May 30, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
Willbros Group, Inc.\NEW\ [WG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O TENASKA CAPITAL MANAGEMENT, LLC, 14302 FNB PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2014

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

OMAHA, NE 68154

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Common Stock	05/21/2014		A		13,478	A	\$ 0
					7,998,869	D	

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

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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 Owned Following Transaction (Instr. 6)
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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		

Signatures

Ryan T. Schroer, Senior Vice President, TPF Power, Inc., Manager of INFRASTRUX HOLDINGS, LLC	05/30/2014
__Signature of Reporting Person	Date
Ryan T. Schroer, Senior Vice President, TPF POWER, INC.	05/30/2014
__Signature of Reporting Person	Date
Ryan T. Schroer, Senior Vice President, TPF Power, Inc., Manager of TPF INFRASTRUX HOLDINGS, LLC	05/30/2014
__Signature of Reporting Person	Date
Ryan T. Schroer, Senior Vice President, Tenaska PF G, LLC, General Partner of TENASKA POWER FUND, L.P.	05/30/2014
__Signature of Reporting Person	Date
Ryan T. Schroer, Senior Vice President, TENASKA PF G, LLC	05/30/2014
__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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