

WILLBROS GROUP INC  
Form 4  
March 10, 2008

**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 \*  
**WILLIAMS S MILLER**

2. Issuer Name and Ticker or Trading Symbol  
**WILLBROS GROUP INC [WG]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O WILLBROS USA, INC., 4400  
POST OAK PARKWAY, SUITE  
1000**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/05/2008**

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

(Street)  
**HOUSTON, TX 77027**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (A) or (D) Price			
Common Stock	03/05/2008		S	400 D \$ 34.69	3,183	D	
Common Stock	03/05/2008		S	300 D \$ 34.72	2,883	D	
Common Stock	03/05/2008		S	300 D \$ 34.71	2,583	D	
Common Stock	03/05/2008		S	228 D \$ 34.67	2,355	D	
Common Stock	03/05/2008		S	200 D \$ 34.66	2,155	D	

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Common Stock	03/05/2008	S	100	D	\$ 34.7	2,055	D
Common Stock	03/05/2008	S	100	D	\$ 34.68	1,955	D
Common Stock	03/06/2008	M	5,000	A	\$ 13.66	6,955	D
Common Stock	03/06/2008	M	5,000	A	\$ 21.19	11,955	D
Common Stock	03/06/2008	S	5,700	D	\$ 34	6,255	D
Common Stock	03/06/2008	S	1,300	D	\$ 34.04	4,955	D
Common Stock	03/06/2008	S	1,100	D	\$ 34.01	3,855	D
Common Stock	03/06/2008	S	500	D	\$ 34.13	3,355	D
Common Stock	03/06/2008	S	400	D	\$ 34.06	2,955	D
Common Stock	03/06/2008	S	300	D	\$ 34.12	2,655	D
Common Stock	03/06/2008	S	300	D	\$ 34.07	2,355	D
Common Stock	03/06/2008	S	300	D	\$ 34.03	2,055	D
Common Stock	03/06/2008	S	100	D	\$ 34.08	1,955	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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)		
Employee Stock Option (right to buy)	\$ 13.66	03/06/2008	M			5,000	11/20/2004 05/20/2014 Common Stock	5,000
Employee Stock Option (right to buy)	\$ 21.19	03/06/2008	M			5,000	07/10/2005 01/10/2015 Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS S MILLER C/O WILLBROS USA, INC. 4400 POST OAK PARKWAY, SUITE 1000 HOUSTON, TX 77027	X			

## Signatures

Dennis G. Berryhill, Attorney-in-fact for S. Miller Williams  
 03/10/2008  
\*\*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.