

Willbros Group, Inc.\NEW\  
Form 8-K  
January 18, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) January 11, 2012**

**WILLBROS GROUP, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

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**1-11953**  
(Commission File Number)

**30-0513080**  
(IRS Employer

**4400 Post Oak Parkway, Suite 1000, Houston, Texas 77027**  
Identification No.)

(Address of Principal Executive Offices) (Zip Code)

**(713) 403-8000**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On January 11, 2012, Willbros Group, Inc. (the Company) announced that it had restructured its management organization and would begin to report its financial results in new segments, beginning with the first quarter of 2012. The Upstream Oil & Gas and Downstream Oil & Gas segments will be combined into a single segment named Oil & Gas. The Company's Canadian operations will now report as a separate segment. The Company's Utility Transmission and Distribution Segment (Utility T&D) remains unchanged.

As a result of the restructuring, the position of Richard E. Cellon, President Downstream Oil & Gas, was eliminated. His employment with the Company was terminated effective January 11, 2012.

**Item 8.01. Other Events.**

The information in Item 5.02(b) of this Current Report on Form 8-K is incorporated into this Item 8.01 by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WILLBROS GROUP, INC.

Date: January 18, 2012

By: /s/ Van A. Welch  
Van A. Welch  
Executive Vice President and  
Chief Financial Officer