

MANNING BRIAN R  
Form 3/A  
September 10, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement       | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| MANNING BRIAN R                           |         | (Month/Day/Year)                           | STERLING CONSTRUCTION CO INC [STRL]   |  |
| (Last)                                    | (First) | (Middle)                                   | 09/01/2010  |  |
| 20810 FERNBUSH LANE                       |         |  | 4. Relationship of Reporting Person(s) to Issuer  |  |
| (Street)                                  |         |  | (Check all applicable)  |  |
| HOUSTON, TX 77073                         |         |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Exec. VP & CDO |  |
| (City)                                    | (State) | (Zip)                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
|   |         |  | 09/09/2010  |  |
| 1. Title of Security                      |         | 2. Amount of Securities Beneficially Owned | 3. Ownership Form:  | 4. Nature of Indirect Beneficial Ownership |
| (Instr. 4)                                |         | (Instr. 4)                                 | Direct (D) or Indirect (I)  | (Instr. 5)                                 |
| Common Stock                              |         | 215,955                                    | D   | ^  |
| Common Stock                              |         | 6,079                                      | I <sup>(7)</sup>  | Held by a trust <sup>(7)</sup>             |

**Table I - Non-Derivative Securities Beneficially Owned**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

|                                 |   |  |   |   |  |
|---------------------------------|---|--|---|---|--|
| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership |
| (Instr. 4)                      | (Month/Day/Year)                        | (Instr. 4)   |   |   | (Instr. 5)                                 |

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|   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|---|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy)                | Â (1)            | 07/23/2011      | Common Stock | 2,000                      | \$ 1.5   | D                                     | Â |
| Employee Stock Option (right to buy)                | Â (2)            | 07/24/2012      | Common Stock | 2,500                      | \$ 1.725 | D                                     | Â |
| Employee Stock Option (right to buy)                | Â (3)            | 08/20/2013      | Common Stock | 3,000                      | \$ 3.05  | D                                     | Â |
| Employee Stock Option (right to buy)                | Â (4)            | 08/12/2014      | Common Stock | 3,500                      | \$ 3.1   | D                                     | Â |
| Employee Stock Option (right to buy)                | Â (5)            | 09/12/2010      | Common Stock | 1,500                      | \$ 16.78 | D                                     | Â |
| Employee Stock Option (right to buy)                | 07/18/2007       | 07/18/2011      | Common Stock | 7,500                      | \$ 24.96 | D                                     | Â |
| Employee Stock Option (right to buy)                | Â (6)            | 09/08/2011      | Common Stock | 1,000                      | \$ 25.21 | D                                     | Â |
| Warrant to Purchase Common Stock (right to buy) (8) | 07/18/2001       | 07/18/2011      | Common Stock | 20,804                     | \$ 1.5   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| MANNING BRIAN R<br>20810 FERNBUSH LANE<br>HOUSTON, TX 77073 | Â             | Â         | Â Exec. VP & CDO | Â     |

## Signatures

Roger M. Barzun under a Power of Attorney

09/10/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

- (1) These shares are exercisable in five equal annual installments commencing on the first anniversary of the July 23, 2001 grant date.
- (2) These shares are exercisable in five equal annual installments commencing on the first anniversary of the July 24, 2002 grant date.
- (3) These shares are exercisable in five equal annual installments commencing on the first anniversary of the August 20, 2003 grant date.
- (4) These shares are exercisable in five equal annual installments commencing on the first anniversary of the August 12, 2004 grant date.
- (5) These shares are exercisable in five equal annual installments commencing on the first anniversary of the August 12, 2005 grant date.

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- (6) These shares are exercisable in five equal annual installments commencing on the first anniversary of the August 8, 2006 grant date.
- (7) These shares are held in a trust for the benefit of the Reporting Person, who is also a trustee.
- (8) These warrants were issued as partial consideration for the purchase of shares of the entity now known as Texas Sterling Construction Co.

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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