Edgar Filing: Baxter Thomas G - Form 4

Baxter Thon	nas G										
Form 4 December 20	0.2012										
FORN			GEGUE			~~~~	NCEO			PROVAL	
	UNITE	D STATES		Shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Section 16. Form 4 or Form 5 Filed pursuant to Section 1				NGES IN BENEFICIAL OWNERSHIP OF SECURITIES .6(a) of the Securities Exchange Act of 1934,					Expires: January 31, 2005 Estimated average burden hours per response 0.5		
obligatio may cont <i>See</i> Instru 1(b).	ns Section 1	7(a) of the	Public U		ling Con	ipany	y Act of	1935 or Section	1		
(Print or Type I	Responses)										
Baxter Thomas G Sym			Symbol	·				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	DYCOM INDUSTRIES INC [DY] 3. Date of Earliest Transaction (Check all					k all applicable	all applicable)		
11770 U.S. 101	HIGHWAY 1,	SUITE	(Month/D 12/18/20	•				X Director Officer (give below)		Owner er (specify	
				ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PALM BEA GARDENS								Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any				4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5)) (A)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	12/18/2012			М	2,500	A	\$ 5.13	30,840	D		
Common Stock	12/18/2012			S	2,500	D	\$ 19.65	28,340	D		

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

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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. Transacti Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.13	12/18/2012		М	2,500	<u>(1)</u>	11/24/2018	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Baxter Thomas G 11770 U.S. HIGHWAY 1 SUITE 101 PALM BEACH GARDENS, FL 33408	Х					
Signatures						
Richard B. Vilsoet, Attorney-in-Fact for Baxter	Thomas	G.	12/20)/2012		

<u>**</u>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).
- (1) The option vests in four equal annual installments on November 24, 2009, November 23, 2010, November 22, 2011 and November 20, 2012.
- (2) No consideration was paid for the derivative security.

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.

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