DYCOM INDUSTRIES INC

Form 4

December 17, 2007

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

Check this box if no longer

subject to Section 16. Form 4 or Form 5 obligations

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * Vilsoet Richard B

2. Issuer Name and Ticker or Trading Symbol

DYCOM INDUSTRIES INC [DY]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

101

(First)

11770 U.S. HIGHWAY 1, SUITE

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

12/13/2007

(Check all applicable)

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

Vice President & Secretary

(Street)

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

PALM BEACH GARDENS, FL 33408

(City)	(State) 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Restricted Stock Units	12/13/2007		A	2,836 (2)	A	\$ 0 (3)	12,233	D	
Common Stock	12/14/2007		F	229	D	\$ 26.09	12,004	D	
Common Stock	12/14/2007		F	239	D	\$ 26.09	11,765	D	
Common Stock	12/14/2007		A	2,569 (4)	A	\$0(6)	14,334	D	
	12/14/2007		F	679	D		13,655	D	

Edgar Filing: DYCOM INDUSTRIES INC - Form 4

Common Stock					\$ 26.09		
Common Stock	12/15/2007	A	2,311 (5)	A	\$0(6)	15,966	D
Common Stock	12/15/2007	F	611	D	\$ 26.09	15,355	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.

SEC 1474

(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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amour Underl Securit (Instr.	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Vilsoet Richard B 11770 U.S. HIGHWAY 1 SUITE 101 PALM BEACH GARDENS, FL 33408

Vice President & Secretary

Signatures

Richard B. 12/17/2007 Vilsoet

**Signature of Date
Reporting Person

Reporting Owners 2

Edgar Filing: DYCOM INDUSTRIES INC - Form 4

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) Each restricted stock unit represents a contingent right to acquire one (1) share of Dycom Industries, Inc. common stock, par value \$0.33 1/3 per share.
- (2) The restricted stock units vest in four equal annual installments beginning December 14, 2008.
- (3) No consideration was paid for the restricted stock units.
 - Shares were awarded, subject to attaining applicable performance goals, under the Dycom Industries, Inc. 2003 Long-Term Incentive
- (4) Plan in December 2006. These shares vested on December 14, 2007 based on the satisfaction of the pre-established performance measures set forth in the award documents; which are based on operating earnings before asset impairment and operating cash flow ratio.
 - Shares were awarded, subject to attaining applicable performance goals, under the Dycom Industries, Inc. 2003 Long-Term Incentive
- (5) Plan in December 2005. These shares vested on December 15, 2007 based on the satisfaction of the pre-established performance measures set forth in the award documents; which are based on pre-tax income before asset impairment and operating cash flow ratio.
- (6) No consideration was paid for the common stock.

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.