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Vilsoet Richa Form 4 December 16											
FORM	UNITEDS	TATES SE		JRITIES AND EXCHANGE COMMISSION /ashington, D.C. 20549					PPROVAL 3235-0287 January 31,		
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed purs Section 17(a	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									
(Print or Type R	esponses)										
1. Name and Ad Vilsoet Rich	ddress of Reporting P ard B	Syn	Issuer Name and nbol COM INDUS			-	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 11770 U.S. HIGHWAY 1, SUITE 101			3. Date of Earliest Transaction (Month/Day/Year) 12/14/2009				(Check all applicable) <u></u> Director <u></u> Officer (give title Other (specify below) Vice President & Secretary				
PALM BEA		If Amendment, Date Original led(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 					
GARDENS, (City)		Zip)									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed	3. Transacti Code Year) (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		cquired d of 5)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of		
Common Stock	12/14/2009		Code V F	Amount 229	(D) D	Price \$ 8.32		D			
Common Stock	12/14/2009		F	239	D	\$ 8.32	18,828	D			
Common Stock	12/14/2009		А	1,079 (1)	А		19,907	D			

F

F

285

188

\$ 8.32

\$ 8.32

19,622

19,434

D

D

12/14/2009

12/14/2009

Stock

Stock

Common

Common

D

D

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Common Stock	12/14/2009	А	820 <u>(3)</u>	А	\$ 0 (2)	20,254	D
Common Stock	12/14/2009	F	217	D	\$ 8.32	20,037	D
Common Stock	12/14/2009	F	198	D	\$ 8.32	19,839	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)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
Derivative				Securities			(Instr.	3 and 4)		Owne
Security			Acquired							Follo
(A) or									Repo	
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	or Number of		
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion(Month/Day/Year)Execution Date, if anyor ExerciseanyPrice of(Month/Day/Year)Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodePrice of Derivative Security(Month/Day/Year)(Instr. 8)Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/ Price of Derivative Security Security Code of (Month/Day/ Price of Code of (Month/Day/ (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if or Exercise nay (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Derivative Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Exercisable Date	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodeExpiration Date (Month/Day/Year)Amound Under SecuritiesPrice of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurities (Instr. 8)Securities (Instr. 8)Security(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurities (Instr. 8)(Instr. 8)Security(Instr. 8)Derivative (Instr. 8)Securities (Instr. 8)(Instr. 8)(Instr. 8)Date(Instr. 9)(Instr. 3) (Instr. 3) (4, and 5)(Instr. 4)(Instr. 4)Title	Conversion or Exercise Price of Derivative(Month/Day/Year)Execution Date, if anyTransactionNumber CodeExpiration Date (Month/Day/Year)Amount of Underlying SecuritiesDerivative Security(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurities (Instr. 8)Instr. 8)Derivative SecuritiesInstr. 3 and 4)SecurityAcquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Instr. 3 (Instr. 3)Amount of UnderlyingDate ExercisableExpiration Date DateAmount Or Number of	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transactio-Tumber of (Instr. 8)Expiration Date (Month/Day/Year)Amount of Und=Tyme Securities (Instr. 5)Derivative Securities (Month/Day/Year)Derivative Securities (Instr. 8)Amount of Und=Tyme Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Und=Tyme Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Und=Tyme Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Securities (Instr. 5)Derivative Securities (Instr. 5)Amount ofDerivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount ofAmount ofImage: Derivative SecurityImage: Derivative Security (Instr. 3, 4, and 5)Image: Derivative Securities (Instr. 3, 4, and 5)Image: Derivative Securities (Instr. 5)Image: Derivative Securities (Image: Deri

Reporting Owners

Reporting Owner Name / Address

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

Signatures

Richard B. Vilsoet <u>**</u>Signature of Date Relationships

Director 10% Owner Officer

Other

Vice President & Secretary

Reporting Person

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).

Restricted stock units were awarded, subject to attaining applicable performance goals, under the Dycom Industries, Inc. 2003 Long-Term Incentive Plan, in December 2006. 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. These shares were awarded in settlement of the restricted stock units that vested on

- (1) December 14, 2009 based on the satisfaction of the pre-established performance measures set forth in the award documents; which are based on (i) operating earnings before asset impairments, amounts for performance unit or performance share compensation and amounts associated with the extinguishment of debt or termination of debt agreements and (ii) the ratio of operating cash flow to net income before asset impairments, amounts for performance share compensation and amounts associated with the extinguishment of debt or termination of debt agreements and (ii) the ratio of operating cash flow to net income before asset impairments, amounts for performance share compensation and amounts associated with the extinguishment of debt or termination of debt agreements.
- (2) No consideration was paid for the common stock.

Restricted stock units were awarded, subject to attaining applicable performance goals, under the Dycom Industries, Inc. 2003 Long-Term Incentive Plan, in December 2007. 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. These shares were awarded in settlement of the restricted stock units that vested on December 14, 2009 based on the satisfaction of the pre-established performance measures set forth in the award documents; which are

(3) based on (i) operating earnings before asset impairments, amounts for performance unit or performance share compensation and amounts associated with the extinguishment of debt or termination of debt agreements and (ii) the ratio of operating cash flow to net income before asset impairments, amounts for performance share compensation and amounts associated with the extinguishment of debt or termination of debt agreements and amounts associated with the extinguishment of debt or termination of debt agreements.

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.