Primoris Services Corp
Form 4
March 10, 2017

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pratt Brian

(Last) (First) (Middle)

C/O PRIMORIS SERVICES CORPORATION, 2100 MCKINNEY AVENUE, SUITE 1500

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Primoris Services Corp [PRIM]

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2017		J		10,000	D	(1) (2)	10,140,411	D	
Common Stock	03/09/2017		J		10,000	D	(1) (2)	10,130,411	D	
Common Stock								97,810	I	by Spouse

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)		5. Number of 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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Forward Sale Contract (obligation to sell)	(1) (2)	03/08/2017		J			10,000	03/08/2017	05/03/2017	Common Stock	390,0
Forward Sale Contract (obligation to sell)	(1) (2)	03/09/2017		J			10,000	03/08/2017	05/03/2017	Common Stock	380,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pratt Brian C/O PRIMORIS SERVICES CORPORATION 2100 MCKINNEY AVENUE, SUITE 1500 DALLAS, TX 75201	X	X		

Signatures

/s/ Peter J. Moerbeek, by power of attorney	03/10/2017
**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) On March 31, 2014, Mr. Pratt entered into a prepaid variable forward sale with an unaffiliated third party, which was previously reported. The contract obliges Mr. Pratt to deliver to the buyer up to 400,000 shares of PRIM common stock (or, at Mr. Pratt's election, an equivalent amount of cash based on the market price of PRIM common stock at that time) on the maturity dates of the contract. The maturity dates are the 40 business days starting March 8, 2017 and ending May 3, 2017 with 10,000 shares maturing each day. For

assuming this obligation, Mr. Pratt received $9,860,364 as of March 31, 2014. Mr. Pratt has pledged 400,000 shares of PRIM common stock to secure the obligations. He has retained voting rights of the pledged shares.

(2) On each maturity date, the number of shares delivered to the buyer will be determined as follows: (a) If the settlement price is less than or equal to $25.6446/share, Mr. Pratt will deliver 10,000 shares; (b) if the settlement price is greater than $25.6446/share but less than or equal to $36.8321/share, he will deliver shares equal to the product of 10,000 shares multiplied by $25.6446 divided by the settlement price; or (c) if the settlement price is greater than $36.8321/share, he will deliver shares equal to the result of subtracting the quotient of $111,875 divided by the settlement price from 10,000 shares. For the 3/8/2017 transaction, the settlement price was $24.70 per share and for the 3/9/2017 transaction the settlement price was $23.77 per share. Accordingly, 10,000 shares were delivered for each of the two transactions.

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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