

WILLBROS GROUP INC
Form 4
March 10, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYLOR JAMES B

(Last) (First) (Middle)
15 SUNFLOWER DRIVE
(Street)
SANTA FE, NM 87506
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WILLBROS GROUP INC [WG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 03/06/2008 | | M | | 5,000 A \$ 12.38 | 8,583 | D |
| Common Stock | 03/06/2008 | | M | | 5,000 A \$ 8.2 | 13,583 | D |
| Common Stock | 03/06/2008 | | M | | 1,000 A \$ 14.8 | 14,583 | D |
| Common Stock | 03/06/2008 | | M | | 1,000 A \$ 9.1 | 15,583 | D |
| Common Stock | 03/06/2008 | | M | | 1,000 A \$ 6 | 16,583 | D |
| | 03/06/2008 | | M | | 5,000 A \$ 5.13 | 21,583 | D |

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Common
Stock

Common
Stock

1,000

I

By Trust

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

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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. 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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 12.38 | 03/06/2008 | | M | 5,000 | 07/12/2004 01/12/2014 | Common Stock | 5,000 | |
| Employee Stock Option (right to buy) | \$ 8.2 | 03/06/2008 | | M | 5,000 | 08/24/2003 02/24/2013 | Common Stock | 5,000 | |
| Employee Stock Option (right to buy) | \$ 14.8 | 03/06/2008 | | M | 1,000 | 08/24/2002 02/24/2012 | Common Stock | 1,000 | |
| Employee Stock Option (right to buy) | \$ 9.1 | 03/06/2008 | | M | 1,000 | 08/24/2001 02/24/2011 | Common Stock | 1,000 | |
| | \$ 6 | 03/06/2008 | | M | 1,000 | 08/24/2000 02/24/2010 | | 1,000 | |

| | | | | | | | | | |
|--|---------|------------|---|-------|------------|------------|-----------------|-----------------|--|
| Employee Stock Option (right to buy) | | | | | | | | Common Stock | |
| Employee Stock Option (right to buy) | \$ 5.13 | 03/06/2008 | M | 5,000 | 08/24/1999 | 02/24/2009 | Common Stock | 5,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TAYLOR JAMES B 15 SUNFLOWER DRIVE SANTA FE, NM 87506 | | X | | |

Signatures

| | |
|---|---------------|
| Dennis G. Berryhill, Attorney-in-fact for James B. Taylor | 03/10/2008 |
| _____ **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).

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.