

DYCOM INDUSTRIES INC

Form 4

June 27, 2016

# 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 \*  
COE CHARLES B

2. Issuer Name and Ticker or Trading Symbol  
DYCOM INDUSTRIES INC [DY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
11780 U.S. HIGHWAY 1, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)  
06/23/2016

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PALM BEACH GARDENS, FL 33408

(City) (State) (Zip)

### 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 (D)   | Price                             |
| Common Stock <sup>(1)</sup>     | 06/23/2016                           |  | S                              |   | 927   | D  | \$ 89.9                           |
| Common Stock <sup>(1)</sup>     | 06/24/2016                           |  | M                              |   | 5,000   | A  | \$ 27.8                           |
| Common Stock <sup>(1)</sup>     | 06/24/2016                           |  | M                              |   | 3,616   | A  | \$ 18.87                          |
| Common Stock <sup>(1)</sup>     | 06/24/2016                           |  | M                              |   | 3,400   | A  | \$ 17.62                          |
| Common Stock <sup>(1)</sup>     | 06/24/2016                           |  | M                              |   | 1,350   | A  | \$ 29.16                          |

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|                         |            |   |        |   |         |        |   |
|-------------------------|------------|---|--------|---|---------|--------|---|
| Common Stock <u>(1)</u> | 06/24/2016 | F | 3,409  | D | \$ 89.9 | 79,247 | D |
| Common Stock <u>(1)</u> | 06/24/2016 | S | 9,957  | D | \$ 89.9 | 69,290 | D |
| Common Stock <u>(1)</u> | 06/24/2016 | S | 16,013 | D | \$ 89.9 | 53,277 | D |

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

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(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) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 27.8  | 06/24/2016                           |  | M                              | 5,000   | <u>(2)</u> 11/20/2017                                    | Common Stock  | 5,000                         |                            |
| Employee Stock Option (right to buy)       | \$ 18.87   | 06/24/2016                           |  | M                              | 3,616   | <u>(4)</u> 11/22/2021                                    | Common Stock  | 3,616                         |                            |
| Employee Stock Option (right to buy)       | \$ 17.62   | 06/24/2016                           |  | M                              | 3,400   | <u>(5)</u> 11/20/2022                                    | Common Stock  | 3,400                         |                            |
| Employee Stock Option (right to buy)       | \$ 29.16   | 06/24/2016                           |  | M                              | 1,350   | <u>(6)</u> 11/26/2023                                    | Common Stock  | 1,350                         |                            |

buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| COE CHARLES B<br>11780 U.S. HIGHWAY 1, SUITE 600<br>PALM BEACH GARDENS, FL 33408 | X             |           |         |       |

## Signatures

/s/ Richard B. Vilsoet, Attorney-in-Fact for Charles  
B. Coe 06/27/2016

\_\_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 transactions under this report were effected pursuant to a written trading plan adopted in accordance with Securities and Exchange Commission Rule 10b5-1.
- (2) The option vested in four equal annual installments beginning on November 20, 2008.
- (3) No consideration was paid for the derivative security.
- (4) The option vested in four equal annual installments beginning on November 22, 2012.
- (5) The option vests in four equal annual installments beginning on November 20, 2013.
- (6) The option vests in four equal annual installments beginning on November 26, 2014.

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.