

WILLBROS GROUP INC  
 Form 3  
 July 12, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |   |  |   |   |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â INFRASURX HOLDINGS, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O TENASKA CAPITAL MANAGEMENT, LLC, Â 1044 N. 115TH STREET, SUITE 400</p> <p>(Street)</p> <p>OMAHA, Â NE Â 68154-4446</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WILLBROS GROUP INC [WG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner<br/>             ___ Officer ___ Other<br/>             (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person<br/>             ___X___ Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 7,919,576 <sup>(1)</sup>                                 | D <sup>(2)</sup>  | Â  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| INFRASTRUX HOLDINGS, LLC<br>C/O TENASKA CAPITAL MANAGEMENT, LLC<br>1044 N. 115TH STREET, SUITE 400<br>OMAHA, NE 68154-4446     | ^             | ^ X       | ^       | ^     |
| TPF POWER, INC.<br>C/O TENASKA CAPITAL MANGEMENT, LLC<br>1044 N. 115TH STREET, SUITE 400<br>OMAHA, NE 68154-4446               | ^             | ^ X       | ^       | ^     |
| TPF INFRASTRUX HOLDINGS, LLC<br>C/O TENASKA CAPITAL MANAGEMENT, LLC<br>1044 N. 115TH STREET, SUITE 400<br>OMAHA, NE 68154-4446 | ^             | ^ X       | ^       | ^     |
| TENASKA POWER FUND, LP<br>C/O TENASKA CAPITAL MANAGEMENT, LLC<br>1044 N. 115TH STREET, SUITE 400<br>OMAHA, NE 68154-4446       | ^             | ^ X       | ^       | ^     |
| TENASKA PF G, LLC<br>C/O TENASKA CAPITAL MANAGEMENT, LLC<br>1044 N. 115TH STREET, SUITE 400<br>OMAHA, NE 68154-4446            | ^             | ^ X       | ^       | ^     |
| TENASKA PF, INC.<br>C/O TENASKA CAPITAL MANAGEMENT, LLC<br>1044 N. 115TH STREET, SUITE 400<br>OMAHA, NE 68154-4446             | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Ryan T. Schroer, Vice President of TPF Power, Inc., Manager of INFRASTRUX HOLDINGS, LLC 07/12/2010

\_\_Signature of Reporting Person

Date

/s/ Ryan T. Schroer, Vice President of TPF POWER, INC. 07/12/2010

\_\_Signature of Reporting Person

Date

/s/ Ryan T. Schroer, Vice President of TPF Power, Inc., Manager of TPF INFRASTRUX HOLDINGS, LLC 07/12/2010

\_\_Signature of Reporting Person

Date

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|   |            |
|---|------------|
| /s/ Ryan T. Schroer, Vice President of Tenaska PF, Inc., Manager of Tenaska PF G, LLC,<br>General Partner of TENASKA POWER FUND, L.P. | 07/12/2010 |
| **Signature of Reporting Person   | Date       |
| /s/ Ryan T. Schroer, Vice President of Tenaska PF, Inc., Manager of TENASKA PF G, LLC   | 07/12/2010 |
| **Signature of Reporting Person   | Date       |
| /s/ Ryan T. Schroer, Vice President of TENASKA PF, INC.   | 07/12/2010 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The reporting person acquired these securities on July 1, 2010, as part of the consideration for the reporting person's common stock of InfrastruX Group, Inc. ("IFX"), which the Issuer acquired by merger on July 1, 2010 pursuant to the Agreement and Plan of Merger, dated as of March 11, 2010, by and among the Issuer, Co Merger Sub I, Inc., Ho Merger Sub II, LLC and IFX (as amended, the "Merger Agreement"). The Merger Agreement provides that the former shareholders of IFX may in the future receive shares of preferred stock of the Issuer under certain circumstances related to, among other things, the financial performance of IFX during the 2010 and 2011 calendar years. The reporting person's right to potentially receive additional shares pursuant to this earn-out right became fixed and irrevocable on July 1, 2010, the effective date of the merger.

These shares are indirectly owned by TPF Power, Inc., the manager of InfrastruX Holdings, LLC, TPF InfrastruX Holdings, LLC, the majority owner of InfrastruX Holdings, LLC, Tenaska Power Fund, L.P., the sole owner of TPF InfrastruX Holdings, LLC, Tenaska PF G, LLC, the general partner of Tenaska Power Fund, L.P., and Tenaska PF, Inc., the manager of Tenaska PF G, LLC. These entities may be deemed indirect beneficial owners of the reported securities.

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.