Primoris Services Corp Form 4 March 29, 2017

Check this box

if no longer

subject to

FORM 4

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

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Pratt Brian** Issuer Symbol Primoris Services Corp [PRIM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director X__ 10% Owner _ Other (specify Officer (give title C/O PRIMORIS SERVICES 03/28/2017 CORPORATION, 2100

MCKINNEY AVENUE, SUITE 1500

(State)

(Street) 4. If Amendment, Date Original

(Zin)

Filed(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

DALLAS, TX 75201

(City)

(City)	(State) (A	Table Table	e I - Non-Do	erivative S	ecurit	ties Acq	puired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/28/2017		J	10,000	D	<u>(1)</u> <u>(2)</u>	10,000,411	D	
Common Stock	03/29/2017		J	10,000	D	<u>(1)</u> <u>(2)</u>	9,990,411	D	
Common Stock							97,810	I	by Spouse

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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. Transactic Code (Instr. 8)	Secu Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	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)	<u>(1)</u> <u>(2)</u>	03/28/2017		J		10,000	03/08/2017	05/03/2017	Common Stock	250,00
Forward Sale Contract (obligation to sell)	(1) (2)	03/29/2017		J		10,000	03/08/2017	05/03/2017	Common Stock	240,00

Reporting Owners

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

Signatures

/s/ Peter J. Moerbeek, by power of attorney 03/29/2017

**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

Reporting Owners 2

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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.

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 3/28/2017 transaction, the settlement price was \$22.90 per share and for the 3/29/2017 transaction the settlement price was \$23.05 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. 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.

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