

MDU RESOURCES GROUP INC  
 Form 4  
 May 20, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

**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 \*  
**WOOD ROBERT E**

(Last) (First) (Middle)

**MDU RESOURCES GROUP, INC., P. O. BOX 5650**

(Street)

**BISMARCK, ND 58506-5650**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MDU RESOURCES GROUP INC [MDU]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/19/2005**

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)  
**SVP-Gov.& PA**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    | 05/19/2005                           |  | M                              | 9,000 A \$ 14.0833  | 12,553  | D  |   |
| Common Stock                    | 05/19/2005                           |  | S                              | 8,000 D \$ 27.67  | 4,553   | D  |   |
| Common Stock                    | 05/19/2005                           |  | S                              | 1,000 D \$ 27.72  | 3,553   | D  |   |
| Common Stock - (401-k)          |                                      |  |                                |   | 8,192.69  | I  | By Trustee  |
| Common Stock - (ESOP)           |                                      |  |                                |   | 590.4732  | I  | By Trustee  |
| Common                          |                                      |  |                                |   | 2,468   | I  | By  |

Stock-Restricted  
Stock

Trustee

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 (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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Empl. Stock Opt.(Right to Buy)             | \$ 14.0833   | 05/19/2005                           |  | M                              | 9,000  | 02/10/2007 <sup>(1)</sup> 02/10/2008                     | Common Stock  | 9,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |              |       |
|---|---------------|-----------|--------------|-------|
|   | Director      | 10% Owner | Officer      | Other |
| WOOD ROBERT E<br>MDU RESOURCES GROUP, INC.<br>P. O. BOX 5650<br>BISMARCK, ND 58506-5650 |               |           | SVP-Gov.& PA |       |

## Signatures

Robert E Wood 05/20/2005

\*\*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) These options were originally exercisable 2/10/07, but vesting was accelerated to 2/15/01 upon attainment of certain performance goals.

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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