

WILLBROS GROUP INC  
Form 15-12B  
March 31, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION  
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE  
REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**Commission File Number: 001-11953**

**Willbros Group, Inc.**

(Exact name of registrant as specified in its charter)

**Plaza 2000 Building  
50th Street, 8th Floor  
P.O. Box 0816-01098  
Panama, Republic of Panama  
Telephone No.: + 50-7-213-0947**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.05 per share

Preferred Share Purchase Rights

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- Rule 12g-4(a)(1)      
Rule 12g-4(a)(2)      
Rule 12h-3(b)(1)(i)      
Rule 12h-3(b)(1)(ii)      
Rule 15d-6

Approximate number of holders of record as of the certification or notice date:

Common Stock, par value \$0.05 per share    1 holder

Preferred Share Purchase Rights    0 holders

Pursuant to the requirements of the Securities Exchange Act of 1934, Willbros Group, Inc., a Republic of Panama corporation, has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: March 31, 2009

By: /s/ Dennis G. Berryhill  
Dennis G. Berryhill  
President