

WILLBROS GROUP INC  
Form 4  
March 10, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**WILLIAMS S MILLER**

(Last) (First) (Middle)

C/O WILLBROS USA, INC., 4400  
POST OAK PARKWAY, SUITE  
1000

(Street)

HOUSTON, TX 77027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**WILLBROS GROUP INC [WG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/05/2008

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)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/05/2008		S	400 D \$ 34.69	3,183	D	
Common Stock	03/05/2008		S	300 D \$ 34.72	2,883	D	
Common Stock	03/05/2008		S	300 D \$ 34.71	2,583	D	
Common Stock	03/05/2008		S	228 D \$ 34.67	2,355	D	
Common Stock	03/05/2008		S	200 D \$ 34.66	2,155	D	

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Common Stock	03/05/2008	S	100	D	\$ 34.7	2,055	D
Common Stock	03/05/2008	S	100	D	\$ 34.68	1,955	D
Common Stock	03/06/2008	M	5,000	A	\$ 13.66	6,955	D
Common Stock	03/06/2008	M	5,000	A	\$ 21.19	11,955	D
Common Stock	03/06/2008	S	5,700	D	\$ 34	6,255	D
Common Stock	03/06/2008	S	1,300	D	\$ 34.04	4,955	D
Common Stock	03/06/2008	S	1,100	D	\$ 34.01	3,855	D
Common Stock	03/06/2008	S	500	D	\$ 34.13	3,355	D
Common Stock	03/06/2008	S	400	D	\$ 34.06	2,955	D
Common Stock	03/06/2008	S	300	D	\$ 34.12	2,655	D
Common Stock	03/06/2008	S	300	D	\$ 34.07	2,355	D
Common Stock	03/06/2008	S	300	D	\$ 34.03	2,055	D
Common Stock	03/06/2008	S	100	D	\$ 34.08	1,955	D

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

**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.**

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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)
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					Date	Expiration	Title	Amount
					Exercisable	Date		or
								Number
								of
								Shares
			Code	V (A) (D)				
Employee Stock Option (right to buy)	\$ 13.66	03/06/2008	M	5,000	11/20/2004	05/20/2014	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 21.19	03/06/2008	M	5,000	07/10/2005	01/10/2015	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS S MILLER C/O WILLBROS USA, INC. 4400 POST OAK PARKWAY, SUITE 1000 HOUSTON, TX 77027	X			

## Signatures

Dennis G. Berryhill, Attorney-in-fact for S. Miller Williams	03/10/2008
<u>        </u> **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).

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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