

Willbros Group, Inc.\NEW\  
Form 4  
May 29, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
INFRASTRUX HOLDINGS, LLC

(Last) (First) (Middle)

C/O TENASKA CAPITAL MANAGEMENT, LLC, 1044 N 115TH STREET, SUITE 400

(Street)

OMAHA, NE 68154-4446

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Willbros Group, Inc.\NEW\ [WG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/24/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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  | (D)  | Price                             |
| Common Stock                    | 05/24/2012                           |  | A                              |   | 27,272  | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 7,963,590   | D  | (1)                               |

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.**

SEC 1474 (9-02)

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

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (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 MANAGEMENT, 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 68254-4446             |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| Ryan T. Schroer, Senior Vice President of TPF Power, Inc., Manager of INFRASTRUX HOLDINGS, LLC                                       | 05/29/2012 |
| __Signature of Reporting Person  | Date       |
| Ryan T. Schroer, Senior Vice President of TPF POWER, INC.  | 05/29/2012 |
| __Signature of Reporting Person  | Date       |
| Ryan T. Schroer, Senior Vice President of TPF Power, Inc., Manager of TPF INFRASTRUX HOLDINGS, LLC                                   | 05/29/2012 |
| __Signature of Reporting Person  | Date       |
| Ryan T. Schroer, Senior Vice President of Tenaska PF, Inc., Manager of Tenaska PF G LLC, General Partner of TENASKA POWER FUND, L.P. | 05/29/2012 |
| __Signature of Reporting Person  | Date       |
| Ryan T. Schroer, Senior Vice President of Tenaska PF, Inc., Manager of TENASKA PF G, LLC   | 05/29/2012 |
| __Signature of Reporting Person  | Date       |
| Ryan T. Schroer, Senior Vice President of TENASKA PF, INC.   | 05/29/2012 |
| __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 shares are indirectly owned by TPF Power, Inc., the manager of InfrastruX Holdings, LLC, the majority 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.