

Edgar Filing: WILLBROS GROUP INC - Form 15-15D

WILLBROS GROUP INC
Form 15-15D
April 12, 2006

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: 333-21399

WILLBROS EMPLOYEES' 401(k) INVESTMENT PLAN

(Exact name of registrant as specified in its charter)

4400 Post Oak Parkway, Suite 1000
Houston, Texas 77027
(713) 403-8000

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

Plan Interests in the Willbros Employees' 401(k) Investment Plan*

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

Approximate number of holders of record as of the certification or notice
date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, the
Willbros Employees' 401(k) Investment Plan has caused this certification/notice
to be signed on its behalf by the undersigned duly authorized person.

Date: April 12, 2006

Willbros Employees' 401(k) Investment Plan

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By: /s/ Dennis G. Berryhill

Dennis G. Berryhill
Willbros Employee Benefits Committee

- * This Form is filed to report the suspension of the duty of the Willbros Employees' 401(k) Investment Plan to file reports as a result of the Plan's ceasing to offer shares of common stock of Willbros Group, Inc. under the Plan.