

Pratt Brian
Form 4
November 13, 2018

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 *
Pratt Brian

2. Issuer Name and Ticker or Trading Symbol
Primoris Services Corp [PRIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2018

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

C/O PRIMORIS SERVICES CORPORATION, 2100 MCKINNEY AVENUE, SUITE 1500

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75201

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 10/11/2018 | | Z | | 926,191 (1) D \$ 0 | D | |
| Common Stock | 10/11/2018 | | Z | | 926,190 (2) D \$ 0 | D | |
| Common Stock | 10/26/2018 | | Z | | 500,000 (3) D \$ 0 | D | |
| Common Stock | 10/26/2018 | | Z | | 500,000 (4) D \$ 0 | D | |
| | 10/11/2018 | | Z | | 926,191 A \$ 0 | I | |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|----------------------------|---------|---|-------------------------------------|
| Common Stock | | | | | | | | | by BLP 2018-3 Trust ⁽⁵⁾ |
| Common Stock | 10/11/2018 | | Z | 926,190 | A | \$ 0 | 926,190 | I | by BLP 2018-4 Trust ⁽⁶⁾ |
| Common Stock | 10/26/2018 | | Z | 500,000 | A | \$ 0 | 500,000 | I | by BLP 2018-5 Trust ⁽⁷⁾ |
| Common Stock | 10/26/2018 | | Z | 500,000 | A | \$ 0 | 500,000 | I | by BLP 2018-6 Trust ⁽⁸⁾ |
| Common Stock | 11/08/2018 | | S | 12,791 | D | \$ 24.3026 ⁽¹¹⁾ | 487,209 | I | by BLP 2018-5 Trust ⁽⁸⁾ |
| Common Stock | 11/08/2018 | | S | 12,792 | D | \$ 24.3026 ⁽¹¹⁾ | 487,208 | I | by BLP 2018-6 Trust ⁽⁸⁾ |
| Common Stock | | | | | | | 847,428 | I | by BLP 2018-1 Trust ⁽⁹⁾ |
| Common Stock | | | | | | | 847,428 | I | by BLP 2018-2 Trust ⁽¹⁰⁾ |
| Common Stock | | | | | | | 97,810 | I | by Spouse |

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)

| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V | (A) (D) | Title | | | |

| Date Exercisable | Expiration Date | Amount or Number of Shares |
|---------------------|--------------------|--|
|---------------------|--------------------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Pratt Brian C/O PRIMORIS SERVICES CORPORATION 2100 MCKINNEY AVENUE, SUITE 1500 DALLAS, TX 75201 | X | X | | |

Signatures

| | |
|---|------------|
| /s/ Peter J. Moerbeek, by power of attorney | 11/12/2018 |
|---|------------|

__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) Transfer of shares of Common Stock to the BLP 2018-3 Retained Annuity Trust, of which Reporting Person is the trustee.
 - (2) Transfer of shares of Common Stock to the BLP 2018-4 Retained Annuity Trust, of which Reporting Person is the trustee.
 - (3) Transfer of shares of Common Stock to the BLP 2018-5 Retained Annuity Trust, of which Reporting Person is the trustee.
 - (4) Transfer of shares of Common Stock to the BLP 2018-6 Retained Annuity Trust, of which Reporting Person is the trustee.
 - (5) Shares are held by the BLP 2018-3 Retained Annuity Trust, of which Reporting Person is the trustee.
 - (6) Shares are held by the BLP 2018-4 Retained Annuity Trust, of which Reporting Person is the trustee.
 - (7) Shares are held by the BLP 2018-5 Retained Annuity Trust, of which Reporting Person is the trustee.
 - (8) Shares are held by the BLP 2018-6 Retained Annuity Trust, of which Reporting Person is the trustee.
 - (9) Shares are held by the BLP 2018-1 Retained Annuity Trust, of which Reporting Person is the trustee.
 - (10) Shares are held by the BLP 2018-2 Retained Annuity Trust, of which Reporting Person is the trustee.

- (11) The reported price in Column 4 is a weighted average price. These shares were sold in transactions at prices ranging from \$24.455 to \$24.25 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.