

EVERIST THOMAS S

Form 4

February 22, 2006

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EVERIST THOMAS S

2. Issuer Name **and** Ticker or Trading
Symbol
MDU RESOURCES GROUP INC
[MDU]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

MDU RESOURCES GROUP,
INC., P. O. BOX 5650

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2006

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

BISMARCK, ND 58506-5650

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

(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 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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)			
			Code	V	Amount		Price
Common Stock	02/21/2006		S		9,800	D	\$ 35.36
Common Stock	02/21/2006		S		4,000	D	\$ 35.37
Common Stock	02/21/2006		S		100	D	\$ 35.38
Common Stock	02/21/2006		S		500	D	\$ 35.39
					3,825	D	
					2,344,400	I	By Corporation
					2,340,400	I	By Corporation
					2,340,300	I	By Corporation
					2,339,800	I	By Corporation

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Common Stock	02/21/2006	S	600	D	\$ 35.4	2,339,200	I	By Corporation
Common Stock	02/21/2006	S	800	D	\$ 35.41	2,338,400	I	By Corporation
Common Stock	02/21/2006	S	600	D	\$ 35.42	2,337,800	I	By Corporation
Common Stock	02/21/2006	S	1,900	D	\$ 35.43	2,335,900	I	By Corporation
Common Stock	02/21/2006	S	1,900	D	\$ 35.44	2,334,000	I	By Corporation
Common Stock	02/21/2006	S	1,000	D	\$ 35.45	2,333,000	I	By Corporation
Common Stock	02/21/2006	S	7,500	D	\$ 35.47	2,325,500	I	By Corporation
Common Stock	02/21/2006	S	1,000	D	\$ 35.48	2,324,500	I	By Corporation
Common Stock	02/21/2006	S	100	D	\$ 35.49	2,324,400	I	By Corporation
Common Stock	02/21/2006	S	300	D	\$ 35.5	2,324,100	I	By Corporation

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0					(1)	(1)	Common Stock	16,116.533
	\$ 14.4167					05/12/2000	05/13/2010		3,375

Stock Option				Common Stock	
Stock Option	\$ 15.3889	06/03/1998	06/04/2008	Common Stock	3,375
Stock Option	\$ 15.5417	06/03/1999	06/04/2009	Common Stock	3,375
Stock Option	\$ 19.5433	05/16/2002	05/16/2012	Common Stock	4,500
Stock Option	\$ 25.7	05/17/2001	05/17/2011	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVERIST THOMAS S MDU RESOURCES GROUP, INC. P. O. BOX 5650 BISMARCK, ND 58506-5650	X			

Signatures

Debra S. Anderson, Power of Attorney 02/22/2006

__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) Units are to be settled in cash after reporting person's retirement.

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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