

MDU RESOURCES GROUP INC

Form 4

May 20, 2008

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

OMB APPROVAL

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 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 *
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)
05/19/2008

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

BISMARCK, ND 58506-5650

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price	17,887	D
Common Stock	05/19/2008		S	700	D \$ 31.15	1,979,300	I
Common Stock	05/19/2008		S	600	D \$ 31.16	1,978,700	I
Common Stock	05/19/2008		S	200	D \$ 31.2	1,978,500	I
Common Stock	05/19/2008		S	400	D \$ 31.21	1,978,100	I
							By Corporation
							By Corporation
							By Corporation
							By Corporation

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Common Stock	05/19/2008	S	100	D	\$ 31.22	1,978,000	I	By Corporation
Common Stock	05/19/2008	S	100	D	\$ 31.23	1,977,900	I	By Corporation
Common Stock	05/19/2008	S	700	D	\$ 31.24	1,977,200	I	By Corporation
Common Stock	05/19/2008	S	100	D	\$ 31.25	1,977,100	I	By Corporation
Common Stock	05/19/2008	S	300	D	\$ 31.31	1,976,800	I	By Corporation
Common Stock	05/19/2008	S	300	D	\$ 31.36	1,976,500	I	By Corporation
Common Stock	05/19/2008	S	200	D	\$ 31.37	1,976,300	I	By Corporation
Common Stock	05/19/2008	S	500	D	\$ 31.39	1,975,800	I	By Corporation
Common Stock	05/19/2008	S	200	D	\$ 31.4075	1,975,600	I	By Corporation
Common Stock	05/19/2008	S	100	D	\$ 31.41	1,975,500	I	By Corporation
Common Stock	05/19/2008	S	300	D	\$ 31.415	1,975,200	I	By Corporation
Common Stock	05/19/2008	S	500	D	\$ 31.42	1,974,700	I	By Corporation
Common Stock	05/19/2008	S	100	D	\$ 31.425	1,974,600	I	By Corporation
Common Stock	05/19/2008	S	600	D	\$ 31.43	1,974,000	I	By Corporation
Common Stock	05/19/2008	S	600	D	\$ 31.44	1,973,400	I	By Corporation
Common Stock	05/19/2008	S	200	D	\$ 31.45	1,973,200	I	By Corporation
Common Stock	05/19/2008	S	300	D	\$ 31.46	1,972,900	I	By Corporation
Common Stock	05/19/2008	S	2,200	D	\$ 31.47	1,970,700	I	By Corporation
Common Stock	05/19/2008	S	500	D	\$ 31.48	1,970,200	I	By Corporation
Common Stock	05/19/2008	S	1,200	D	\$ 31.485	1,969,000	I	By Corporation
	05/19/2008	S	300	D		1,968,700	I	

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Common Stock						\$ 31.4875			By Corporation
Common Stock	05/19/2008		S	4,700	D	\$ 31.49	1,964,000	I	By Corporation
Common Stock	05/19/2008		S	200	D	\$ 31.495	1,963,800	I	By Corporation
Common Stock	05/19/2008		S	4,400	D	\$ 31.5	1,959,400	I	By Corporation

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

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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 25,357.958
Stock Option	\$ 9.6112					05/12/2000 05/13/2010	Common Stock 5,062
Stock Option	\$ 10.2593					06/03/1998 06/04/2008	Common Stock 5,062
Stock Option	\$ 10.3612					06/03/1999 06/04/2009	Common Stock 5,062
Stock Option	\$ 13.0289					05/16/2002 05/16/2012	Common Stock 6,750
Stock Option	\$ 17.1334					05/17/2001 05/17/2011	Common Stock 6,750

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	05/20/2008
__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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