

MDU RESOURCES GROUP INC
 Form 4
 May 23, 2008

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2008

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

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

(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

BISMARCK, ND 58506-5650

(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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock					17,887	D			
Common Stock	05/22/2008		S		800	D	\$ 31.81 1,834,902	I	By Corporation
Common Stock	05/22/2008		S		100	D	\$ 31.815 1,834,802	I	By Corporation
Common Stock	05/22/2008		S		1,600	D	\$ 31.82 1,833,202	I	By Corporation
Common Stock	05/22/2008		S		400	D	\$ 31.83 1,832,802	I	By Corporation

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Common Stock	05/22/2008		S	200	D	\$ 31.84	1,832,602	I	By Corporation
Common Stock	05/22/2008		S	200	D	\$ 31.85	1,832,402	I	By Corporation
Common Stock	05/22/2008		S	900	D	\$ 31.87	1,831,502	I	By Corporation
Common Stock	05/22/2008		S	400	D	\$ 31.88	1,831,102	I	By Corporation
Common Stock	05/22/2008		S	1,102	D	\$ 31.89	1,830,000	I	By Corporation
Common Stock	05/22/2008		S	2,600	D	\$ 31.9	1,827,400	I	By Corporation
Common Stock	05/22/2008		S	100	D	\$ 31.905	1,827,300	I	By Corporation
Common Stock	05/22/2008		S	600	D	\$ 31.91	1,826,700	I	By Corporation
Common Stock	05/22/2008		S	1,600	D	\$ 31.92	1,825,100	I	By Corporation
Common Stock	05/22/2008		S	1,600	D	\$ 31.93	1,823,500	I	By Corporation
Common Stock	05/22/2008		S	1,300	D	\$ 31.98	1,822,200	I	By Corporation
Common Stock	05/22/2008		S	1,200	D	\$ 32	1,821,000	I	By Corporation
Common Stock	05/22/2008		S	100	D	\$ 32.01	1,820,900	I	By Corporation
Common Stock	05/22/2008		S	800	D	\$ 32.02	1,820,100	I	By Corporation
Common Stock	05/22/2008		S	100	D	\$ 32.03	1,820,000	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		(A)	(D)						
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
05/23/2008

**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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