Edgar Filing: STERLING CONSTRUCTION CO INC - Form 4

STERLING CONSTRUCTION CO INC

Form 4

December 24, 2008

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MILLS CHRISTOPHER H B			Issuer RLING CONSTRUCTION CO [STRL] (Check all applicable)
(Last) 20810 FERM	(First) NBUSH LANE	(Middle) 3. D (Mo	te of Earliest Transaction _X Director _th/Day/Year)
HOUSTON	(Street)		Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting
(City)	(State)	(Zip)	Person Fable I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code V Amount (D) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)
Common Stock	12/24/2008		S 15,500 D \$ 307,500 I By North Atlantic Smaller Companies Investment Trust plc (1)
Reminder: Rep	ort on a separate lin	e for each class o	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.

Edgar Filing: STERLING CONSTRUCTION CO INC - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Name		
					Exe	Exercisable Date	Title				
				G 1 W	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
MILLS CHRISTOPHER H B 20810 FERNBUSH LANE HOUSTON, TX 77073	X						

Signatures

/s/ Roger M. Barzun, under a Power of 12/24/2008 Attorney

> **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).
- Each of North Atlantic Smaller Companies Investment Trust plc, Mr. Mills and North Atlantic Value LLP claims shared voting power over these shares in Amendment Number 4 to a Schedule 13G filed with the Securities and Exchange Commission on February 7, 2008.

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.

Reporting Owners 2