

STERLING CONSTRUCTION CO INC
 Form 4
 October 18, 2006

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 *
HEMSLEY MAARTEN D

2. Issuer Name and Ticker or Trading Symbol
STERLING CONSTRUCTION CO INC [STRL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 20810 FERNBUSH LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/17/2006

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

HOUSTON, TX 77073

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 (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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/17/2006		S	700 ⁽¹⁾ D \$ 22.72	108,188	D	
Common Stock	10/17/2006		S	700 ⁽¹⁾ D \$ 22.61	107,488	D	
Common Stock	10/17/2006		S	700 ⁽¹⁾ D \$ 22.53	106,788	D	
Common Stock	10/17/2006		S	700 ⁽¹⁾ D \$ 22.62	106,088	D	
Common Stock	10/17/2006		S	700 ⁽¹⁾ D \$ 22.63	105,388	D	

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Common Stock	10/17/2006	S	700 <u>(1)</u>	D	\$ 22.56	104,688	D
Common Stock	10/17/2006	S	700 <u>(1)</u>	D	\$ 22.55	103,988	D
Common Stock	10/17/2006	S	700 <u>(1)</u>	D	\$ 22.54	103,288	D
Common Stock	10/17/2006	S	700 <u>(1)</u>	D	\$ 22.79	102,588	D
Common Stock	10/17/2006	S	700 <u>(1)</u>	D	\$ 22.78	101,888	D

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

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(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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEMSLEY MAARTEN D 20810 FERNBUSH LANE HOUSTON, TX 77073	X		Chief Financial Officer	

Signatures

/s/ Karen A. Stempinski,
under POA

10/18/2006

__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) These shares were sold pursuant to a 10b5-1 trading plan adopted by the Reporting Person on May 31, 2006.

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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