

COLOMBO ANTHONY F
Form 4
May 14, 2012

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 *
COLOMBO ANTHONY F

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)
05/14/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec. VP Operations

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)
				(A) or (D) Code V	Amount or Price		
Common Stock	05/14/2012		M	2,800	A \$ 1.725	65,011	D
Common Stock	05/14/2012		M	3,000	A \$ 3.05	68,011	D
Common Stock	05/14/2012		M	3,500	A \$ 3.1	71,511	D

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)	8. Amount or Number of Shares
Employee Stock Option (right to buy) (Common Stock)	\$ 1.725	05/14/2012		M	2,800	<u>(1)</u> 07/24/2012	Common Stock	2,800
Employee Stock Option (right to buy) (Common Stock)	\$ 3.05	05/14/2012		M	3,000	<u>(2)</u> 08/20/2013	Common Stock	3,000
Employee Stock Option (right to buy) (Common Stock)	\$ 3.1	05/14/2012		M	3,500	<u>(3)</u> 08/12/2014	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLOMBO ANTHONY F 20810 FERNBUSH LANE HOUSTON, TX 77073			Exec. VP Operations	

Signatures

Roger M. Barzun under a Power of
Attorney

05/14/2012

__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 became exercisable in five equal annual installments commencing on the first anniversary of the July 24, 2002 grant date.
- (2) These shares became exercisable in five equal annual installments commencing on the first anniversary of the August 20, 2003 grant date.
- (3) These shares Became exercisable in five equal annual installments commencing on the first anniversary of the August 12, 2004 grant date.

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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