Wadsworth Kip L Form 4/A May 11, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A Wadsworth	Symbol	2. Issuer Name and Ticker or Trading Symbol STERLING CONSTRUCTION CO			5. Relationship of Reporting Person(s) to Issuer				
		INC [ST	TRL]				(Cno	eck all applicable	e)
(Last)	(First) (Mic		3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director Officer (gives below)		% Owner her (specify	
20810 FERN	05/08/20	05/08/2012				below)	bclow)		
(Street) 4. If An			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
		`	th/Day/Year))			Applicable Line)	One Penarting De	arcon
HOUSTON, TX 77073			<i>15/09/2012</i>				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Z	Cip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership	7. Nature of
Security (Month/Day/Year) Execution Date, if		TransactionAcquired (A) or Code Disposed of (D)			Securities Form: Direct Indirect Beneficially (D) or Beneficial				
(Instr. 3)	any (Month/Day/Year		(Instr. 8)	(Instr. 3, 4 and 5)		· · · · · · · · · · · · · · · · · · ·		Ownership	
		((======================================	(-,	Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s) (Instr. 3 and 4)		
Common			Code V		(D)	Price	,		
Common Stock	05/08/2012		A	2,515 (1) (2)	A	$\frac{\$ 0}{(1)}$	4,441	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt 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	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
							Date	Title Numbe	Number		
						Lacicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
.t	Director	10% Owner	Officer Othe				
Wadsworth Kip L							
20810 FERNBUSH LANE	X						
HOUSTON, TX 77073							

Signatures

Roger M.
Barzun

**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).
- These shares were awarded to the Reporting Person by the Company pursuant to his employment agreement with a subsidiary of the (1) Company. The award is subject to an agreement providing restrictions and other conditions on the resale of the shares as well as for their possible forfeiture under certain circumstances.
- This amendment to the May 8, 2012 Form 4 of the Reporting Person and the amendment preceding it was caused by multiple errors in the reported closing price of the Company's common stock on May 8, 2012, the basis of the calculation of the number of shares issued to the Reporting Person. On May 9, 2012, NASDAQ reported the May 8 closing price as \$9.70 per share; on May 10, 2012 NASDAQ changed the May 8 closing price to \$9.38 per share; and later in the day on May 10, 2012 NASDAQ changed the May 8 closing price back to
- the May 8 closing price to \$9.38 per share; and later in the day on May 10, 2012 NASDAQ changed the May 8 closing price back to \$9.70 per share. NASDAQ has assured the Company that \$9.70 is in fact the correct closing price. Accordingly, the original May 8, 2012 Form 4 was correct.

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