

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>NIELSEN STEVEN E</u> (Last) (First) (Middle) 11780 U.S. HIGHWAY 1 SUITE 600 (Street) PALM BEACH FL 33408 GARDENS (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DYCOM INDUSTRIES INC [DY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/26/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A) or (D)	Price			
Common Stock	05/27/2022		G	V	896	D	\$0.00	692,278	D	
Common Stock	05/31/2022		G	V	3,500	D	\$0.00	688,778	D	
Common Stock	08/26/2022		M		34,556	A	\$27.14	723,334	D	
Common Stock	08/26/2022		M		34,506	A	\$31.46	757,840	D	
Common Stock	08/26/2022		S		23,309	D	\$112.08 ⁽¹⁾	734,531	D	
Common Stock	08/26/2022		S		35,360	D	\$112.77 ⁽²⁾	699,171	D	
Common Stock	08/26/2022		S		10,393	D	\$114.16 ⁽³⁾	688,778	D	
Common Stock	08/29/2022		M		18,661	A	\$31.46	707,389	D	
Common Stock	08/29/2022		M		941	A	\$106.19	708,330	D	
Common Stock	08/29/2022		S		1,423	D	\$112.07 ⁽⁴⁾	706,907	D	
Common Stock	08/29/2022		S		6,094	D	\$113.23 ⁽⁵⁾	700,813	D	
Common Stock	08/29/2022		S		11,094	D	\$114 ⁽⁶⁾	689,719	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Employee stock option (right to buy)	\$27.14	08/26/2022		M		34,556	(8)	12/13/2023	Common Stock	34,556	\$0.00 ⁽⁷⁾	0.00	D	
Employee stock option (right to buy)	\$31.46	08/26/2022		M		34,506	(9)	12/12/2024	Common Stock	34,506	\$0.00 ⁽⁷⁾	18,611	D	
Employee stock option (right to buy)	\$31.46	08/29/2022		M		18,611	(9)	12/12/2024	Common Stock	18,611	\$0.00 ⁽⁷⁾	0.00	D	
Employee stock option (right to buy)	\$106.19	08/29/2022		M		941	(10)	03/26/2028	Common Stock	941	\$0.00 ⁽⁷⁾	17,079	D	

Explanation of Responses:

1. This price is a weighted average price. 23,309 shares were sold in multiple transactions at prices ranging from \$111.48 to \$112.48, inclusive. The reporting person undertakes to provide to Dycom Industries,

Inc., any security holder of Dycom Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1 - 6.

2. This price is a weighted average price. 35,360 shares were sold in multiple transactions at prices ranging from \$112.50 to \$113.17, inclusive.
3. This price is a weighted average price. 10,393 shares were sold in multiple transactions at prices ranging from \$113.86 to \$114.81, inclusive.
4. This price is a weighted average price. 1,423 shares were sold in multiple transactions at prices ranging from \$111.56 to \$112.53, inclusive.
5. This price is a weighted average price. 6,094 shares were sold in multiple transactions at prices ranging from \$112.63 to \$113.63, inclusive.
6. This price is a weighted average price. 11,094 shares were sold in multiple transactions at prices ranging from \$113.64 to \$114.29, inclusive.
7. No consideration was paid for the derivative security.
8. The option vested in four substantially equal annual installments beginning on December 13, 2014.
9. The option vested in four substantially equal annual installments beginning on December 12, 2015.
10. The option vested in four substantially equal annual installments beginning on March 26, 2019.

Remarks:

/s/Ryan E. Urness, Attorney-in-
fact for Steven E. Nielsen 08/29/2022

** Signature of Reporting Person Date

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

* 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).

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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