

MDU RESOURCES GROUP INC  
Form DEFR14A  
March 24, 2015

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934  
(Amendment No. 1)

Filed by the Registrant   
Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

MDU Resources Group, Inc.  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2)Form, Schedule or Registration Statement No.:

3)Filing Party:

4)Date Filed:

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March 24, 2015  
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 1200 West Century Avenue

Mailing Address:  
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 Bismarck, North Dakota 58506-5650  
 (701) 530-1000

Amendment No. 1 to  
 Proxy Statement, dated March 18, 2015, for the  
 Annual Meeting of Stockholders  
 to be held April 28, 2015

This amendment amends the “Executive Compensation” section of the proxy statement to include the Option Exercises and Stock Vested table set forth below that was not included in the proxy statement filed with the Securities and Exchange Commission and mailed to stockholders on March 18, 2015.

Option Exercises and Stock Vested During 2014

| Name<br>(a)       | Option Awards   |   | Stock Awards  |   |
|-------------------|---|---|---|---|
|                   | Number of Shares<br>Acquired<br>on Exercise<br>(#)<br>(b) | Value<br>Realized<br>on Exercise<br>(\$)<br>(c) | Number of Shares<br>Acquired<br>on Vesting<br>(#)<br>(d) <sup>1</sup> | Value<br>Realized<br>on Vesting<br>(\$)<br>(e) <sup>2</sup> |
| David L. Goodin   | —   | —   | 29,313  | 1,047,202   |
| Doran N. Schwartz | —   | —   | 19,053  | 680,668   |
| J. Kent Wells     | —   | —   | —   | —   |
| Jeffrey S. Thiede | —   | —   | —   | —   |
| Steven L. Bietz   | —   | —   | 30,191  | 1,078,573   |

<sup>1</sup> Reflects performance shares for the 2011-2013 performance period that vested on February 13, 2014.

<sup>2</sup> Reflects the value of the performance shares based on our closing stock price of \$33.70 on February 13, 2014 and the dividend equivalents that were paid on the vested shares.