WATTS DAVID HENDERSON

Form 4 July 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WATTS DAVID HENDERSON	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	GRANITE CONSTRUCTION INC [GVA]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	XDirector10% Owner Officer (give titleOther (specify below) below)			
585 WEST BEACH STREET	07/01/2009	below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WATSONVILLE, CA 95076		Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owne			

	Table 1 - Non-Derivative Securities Acquired, Disposed by, or Deficically Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(Wondi/Day/Tear)	any	Code	(D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
				(A)	Reported Transaction(s)			
			Code V	or Amount (D) Price	(Instr. 3 and 4)			
Common Stock	07/01/2009		A	1,500 A \$ 33.4	3,761 <u>(2)</u>	D		
Common Stock					651 <u>(3)</u>	I	By family trust	
Common Stock					223 (3)	I	by ESOP	

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

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number.

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

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	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	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		
									Amount		
						Date	Expiration		or Name la sur		
					Exercisable	Date		Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Relationships

 $\frac{\textbf{Reporting Owner Name / Address}}{\text{Director}} \frac{10\%}{\text{Owner}} \frac{\text{Officer}}{\text{Other}}$ WATTS DAVID HENDERSON 585 WEST BEACH STREET X

585 WEST BEACH STREET
WATSONVILLE, CA 95076

Signatures

William G. Dorey, President, for David H. 07/06/2009 Watts

**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) Stock Units granted pursuant to the Granite Construction incorporated Amended and Restated 1999 Equity Incentive Plan. Stock Units vest at the end of Mr. Watts' term in 2011.
- (2) Includes 1,500 Stock Units.
- (3) Previously reported.

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