

NIEBLA JESUS FERNANDO  
 Form 4  
 May 10, 2010

**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 \*  
 NIEBLA JESUS FERNANDO

2. Issuer Name and Ticker or Trading Symbol  
 GRANITE CONSTRUCTION INC  
 [GVA]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 585 W. BEACH STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/07/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

WATSONVILLE, CA 95076  
 (City) (State) (Zip)

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

**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)
Common Stock	01/15/2010		A	V 15.1213 (1)	A \$ 33.66 7,679.384 (2)	D	
Common Stock	04/11/2010		A	V 16.9077 (1)	A \$ 30.22 7,696.2917 (3)	D	
Common Stock	05/07/2010		A	2,807 (4)	A \$ 29.39 10,503.2917 (5)	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. Price or Value of Underlying Securities (Instr. 3 and 4)
Option (Right to Buy)	\$ 0			V	(A)	12/30/2005 12/29/2015	Common Stock	0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIEBLA JESUS FERNANDO 585 W. BEACH STREET WATSONVILLE, CA 95076	X			

## Signatures

Michael Futch, Secretary, for J. Fernando Niebla 05/10/2010

\_\_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) Dividends on Stock Units granted pursuant to the Granite Construction Incorporated Amended and Restated 1999 Equity Incentive Plan
- (2) Includes 3,930.384 stock units and dividend shares on stock units.
- (3) Includes 3,947.2917 stock units and dividend shares on stock units.
- (4) Stock units granted pursuant to the Granite Construction Incorporated Amended and Restated 1999 Equity Incentive Plan. Stock units are 100% vested due to retirement eligibility, however, Mr. Niebla won't receive the shares until the earlier of May 20, 2011 or retirement from the Board.
- (5) Includes 6,754.2917 stock units and dividend shares on stock units.

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(6) Previously reported.

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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