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| DOREY WILLIAM GLENWOOD Form 4 May 24, 2011 OMB APPROVAL Washington, D.C. 20549 OMB APPROVAL Marbier: OMB Annobier: Sample: DMB Approvements Sample: Sample: <th></th> <th>Ľ</th> <th>Luyar F</th> <th>ining. DO</th> <th></th> <th></th> <th></th> <th></th> <th>WUC</th> <th>D - Fuill 4</th> <th></th> <th></th> | | Ľ | Luyar F | ining. DO | | | | | WUC | D - Fuill 4 | | | |
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| May 24, 2011 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 2054 The longer Washington, D.C. 2054 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16, Form 3 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of prime and Adress of Reporting Person (b) Print or Type Response) I. Name and Address of Reporting Person (b) Creater and Address of Reporting Person (c) (c) (Last) (First) (First) (C) (Last) (C) (C) (Last) (C) (C) (C) (C) (C) (C) (C) (C) (C) (C | | LLIAM GLENW | OOD | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCLANSION Washington, D.C. 20549 OMB APPROVAL Mumber: 3235-0287 Check this box if no longs Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Statement of the public Utility Holding Company Act of 1934, othigations set instruction Statement of the public Utility Holding Company Act of 1934, othigations set instruction Statement of the public Utility Holding Company Act of 1934, othigations set instruction Statement of the public Utility Holding Company Act of 1934, othigations set instruction Statement of the public Utility Holding Company Act of 1930, othigations Statement of the public Utility Holding Company Act of 1934, othigations Statement of the public Utility Holding Company Act of 1934, othigations Statement of the public Utility Holding Company Act of 1934, othigations Statement of the public Utility Holding Company Act of 1934, othigations Statement of the public Utility Holding Company Act of 1934, othigations Statement of the public Utility Holding Company Act of 1934, othigations Statement of the Public Utility Holding Company Act of 1934, othigation (Middle) Statement of the Public Utility Holding Company Act of 1934, othigation (Middle) Statement of the Public Utility Holding Company Act of 1934, othigation (Middle) State of the Public Utility Holding Company Act of 1934, othigation (Month/Day/Year) State of the Public (Middle) State of the Public Utility Holding Company Act of 1940, othigation (Month/Day/Year) State of the Public (Month/Day/Year) State of the Public (Month/Day/Year) State of the Public (Month/Day/Year) State of the Pu | | 1 | | | | | | | | | | | |
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| subject to STATEMENT OF CHARGES IN BEREFICIAL OWNERSHIP OF Estimated average burden hours per responses. State of the securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1935 or Section (17(a) of the Public Utility Holding Company Act of 1930 or Section (17(a) of the Public Utility Holding Company Act of 1930 or Section (17(a) of the Public Utility Holding Company Act of 1930 or Section (17(a) of the Public Utility Holding Company Act of 1930 or Section (17(a) of the Public Utility Holding Company Act of 1930 or Section (17(a) of the Public Utility Holding Company (17(a) of the Investment Company Act of 1940 (18(a) of 0) (19(a) of 0) (19(| | er | | | U | | | | | | | | |
| $ \begin{array}{c c c c c c c c c c c c c c c c c c c $ | subject to Section 1 | 6. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | NERSHIP OF | Estimated average burden hours per | | | |
| 1. Name and Address of Reporting Person $\stackrel{\circ}{:}$ 2. Issuer Name and Ticker or Training Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) 585 W. BEACH STREET 05/20/2011 05/20/2011 6. Individual or Joint/Group Filing(Check Applicable Line) (City) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) (City) (State) (Zip) Table I - Non-Derivative Securities 6. Individual or Joint/Group Filing(Check Applicable Line) (City) (State) 2.1 cransaction Date 3. 4. Securities 5. Amount of Social Original Transaction/Acquired (A) or Code Disposed of (D) 6. Ownership 7. Nature of Securities Securi | Form 5 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 | | | | | | | | | | | | |
| IssueIssueSymbolIssueGRANITE CONSTRUCTION INC [GVA](Check all applicable)(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year) $-X_{-}$ Director below) -10% Owner Officer (give title585 W. BEACH STREET05/20/2011 $$ $$ Other (specify below) $$ Other (specify below)WATSONVILLE, CA 95076Table I - Non-Derivative Securities(City)(State)(Zip)Table I - Non-Derivative Securities $$ Stamount of Security (Month/Day/Year) $6.$ Ownership Person $7.$ Nature of Securities1.Title of Security2. Transaction Date (Month/Day/Year) $2A.$ Deemed Execution Date, if any (Month/Day/Year) $3.$ Code $4.$ Securities Disposed of (D) $5.$ Amount of Securities (Instr. 3) $6.$ Ownership Form: Direct Indirect (D) or Disposed of (D) $7.$ Nature of Securities (Instr. 4) $6.$ Ownership Form: Direct (Instr. 4) $7.$ Nature of Securities Beneficially (Instr. 4) $6.$ Ownership Form: Direct (Instr. 4) $7.$ Nature of Securities (Instr. 4)Common Stock $05/17/2011$ $-6.$ V_{-} 3.961 A_{-} 5.0 $9.$ <td>(Print or Type R</td> <td>Responses)</td> <td></td> | (Print or Type R | Responses) | | | | | | | | | | | |
| $ \begin{array}{ c c c c c } \hline [GVA] & (Check all applicable) \\ \hline (Last) & (First) & (Middle) & 3. Date of Earliest Transaction (Month/Day/Year) & Officer (give tile) & IOW owner (Month/Day/Year) & Officer (give tile) & IOW owner (Specify below) & below) \\ \hline (Street) & 4. If Amendment, Date Original Filed(Month/Day/Year) & A. Form filed by One Reporting Person & Form filed Person & Form fil$ | DODEN WILLIAM CLENWOOD | | | | | | | | | | | | |
| (Month/Day/Year)(Month/Day/Year)Officer (give titleOfficer (give title | | | | | | | | (Check all applicable) | | | | | |
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| $\begin{tabular}{ c c c c c c c c c c c c c c c c c c c$ | 585 W. BEA | | | | | | | below) below) | | | | | |
| WATSONVILLE, CA 95076 $$ | · · · · · · · · · · · · · · · · · · · | | | | - | | | | | Applicable Line) | | | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3.4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)6. Ownership Form: Direct Indirect (D) or Indirect (I) Ownership (Instr. 4)Common Stock05/17/2011GV3,029 (1)A\$0\$1,538.5146 (2)DCommon Stock05/17/2011GV3,961 (1)A\$0\$1,538.5146 DCommon Stock05/17/2011GV3,961 | WATSONVILLE CA 95076 Form filed by More than One Reporting | | | | | | | | | | | | |
| Security (Instr. 3)(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transaction Acquired (A) or CodeSecurities Disposed of (D) (Instr. 8)Form: Direct Beneficially Owned Following Reported Transaction(s) (Instr. 4)Form: Direct Beneficially Ownership (Instr. 4)Common Stock05/17/2011GV3,961D\$ 048,346.4006DCommon Stock05/20/2011A3,029 (1)A\$ 051,538.5146 (2)DFamilyCommon Stock05/17/2011GV3,961A\$ 0194,109Family | (City) | (State) | (Zip) | Tabl | e I - No | n-De | erivative S | lecuri | ties Ac | quired, Disposed of | , or Beneficial | lly Owned | |
| Common Stock 05/17/2011 G V Amount (D) Price (Instr. 3 and 4) Common Stock 05/17/2011 G V 3,961 D \$ 0 48,346.4006 D Common Stock 05/20/2011 A $\frac{3,029}{(1)}$ A \$ 0 $\frac{51,538.5146}{(2)}$ D Common 05/17/2011 G V 3.961 A \$ 0 194.109 L Family | Security | ecurity (Month/Day/Year) Execution Date, if instr. 3) any | | | TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) | | | | | Securities Beneficially Owned Following Reported Transaction(s) | Form: Direct (D) or Indirect (I) | Indirect Beneficial Ownership | |
| Stock $05/17/2011$ G V 3,961 D \$ 0 48,346.4006 D Common $05/20/2011$ A $\frac{3,029}{(1)}$ A \$ 0 $\frac{51,538.5146}{(2)}$ D Common $05/17/2011$ G V 3.961 A \$ 0 $\frac{194,109}{(2)}$ L Family | C | | | | Code | V | Amount | | Price | (Instr. 3 and 4) | | | |
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| | | 05/20/2011 | | | А | | | А | \$0 | | D | | |
| | | 05/17/2011 | | | G | v | 3,961 | А | \$0 | 194,109 | I | • | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

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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 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. Transactio Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ; | Date | Amou Under Secur | rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|------------------------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| | Relationships | | | | | | | |
|--|---|--------------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| DOREY WILLIAM GLENWOOD 585 W. BEACH STREET WATSONVILLE, CA 95076 | Х | | | | | | | |
| Signatures | | | | | | | | |
| Terry K. Eller, Attorney-In-Fact, for William G. 05/24/20 Dorey | | | | | | | | |
| <u>**</u> Signature of Reporting Person | Date | | | | | | | |
| Explanation of Responses: | | | | | | | | |
| * If the fame is filed has means them are not | * If the form is filed by more than one reporting person, see Instruction $A(h)(x)$ | | | | | | | |

- * 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 (the "Plan").
- (2) Total adjusted to include dividend equivalents credited to the Reporting Person under the dividend reinvestment feature of the Plan since the Reporting Person's last report.

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.