

GRANITE CONSTRUCTION INC  
 Form 4  
 April 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MILES RAYMOND EDWARD**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/31/2006**

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

**585 W. BEACH STREET**

(Street)

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

**WATSONVILLE, CA 95076**

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price			
Common Stock	03/31/2006		A		398	\$ 26.33	398	D
Common Stock	03/31/2006		A		1.52 (1)	\$ 26.27	399.52	D
Common Stock	03/31/2006		A		347	\$ 26.78	746.52	D
Common Stock	03/31/2006		A		2.66 (1)	\$ 28.1	749.18	D
Common Stock	03/31/2006		A		268	\$ 36.59	1,017.18	D

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Common Stock	03/31/2006	A	2.66 (1)	A	\$ 38.24	1,019.84	D	
Common Stock	03/31/2006	A	263	A	\$ 36.26	1,282.84	D	
Common Stock	03/31/2006	A	3.57 (1)	A	\$ 35.91	1,286.41	D	
Common Stock	03/31/2006	A	223 (2)	A	\$ 47.99	1,509.41	D	
Common Stock	03/31/2006	A	3.1 (3)	A	\$ 48.68	1,512.51	D	
Common Stock						2,250 (4)	I	by Trust

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

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(9-02)

**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)	\$ 13.165	03/31/2006		D	796	03/31/2005 03/31/2015	Common Stock	796
Option (Right to Buy)	\$ 13.39	03/31/2006		D	695	06/30/2005 06/30/2015	Common Stock	695
Option (Right to Buy)	\$ 18.295	03/31/2006		D	535	09/30/2005 09/30/2015	Common Stock	535
Option (Right to Buy)	\$ 18.13	03/31/2006		D	527	12/30/2005 12/30/2015	Common Stock	527

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILES RAYMOND EDWARD 585 W. BEACH STREET WATSONVILLE, CA 95076	X			

## Signatures

Michael Futch, Secretary, for Raymond E. Miles	04/03/2006
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    \*\*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.
- (2) Stock Units granted pursuant to the Granite Construction Incorporated Amended and Restated 1999 Equity Incentive Plan.
- (3) Dividends on Stock Units granted pursuant to the Granite Construction Incorporated Amended and Restated 1999 Equity Incentive Plan.
- (4) The option was cancelled by mutual agreement of the reporting person and Granite Construction Incorporated. The reporting person received a Stock Unit Award representing a right to receive 399.52 shares of common stock.
- (5) The option was cancelled by mutual agreement of the reporting person and Granite Construction Incorporated. The reporting person received a Stock Unit Award representing a right to receive 349.66 shares of common stock.
- (6) The option was cancelled by mutual agreement of the reporting person and Granite Construction Incorporated. The reporting person received a Stock Unit Award representing a right to receive 270.66 shares of common stock.
- (7) The option was cancelled by mutual agreement of the reporting person and Granite Construction Incorporated. The reporting person received a Stock Unit Award representing a right to receive 266.57 shares of common stock.

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.