#### NIEBLA JESUS FERNANDO

Form 4

December 28, 2011

### 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:

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1 Name and Address of Departing De

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person			2. Issuer Name and Ticker or Trading Symbol GRANITE CONSTRUCTION INC [GVA]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	(Last) 585 W. BEA	(First) (Middle) ACH STREET	3. Date of Earliest Transaction (Month/Day/Year) 12/27/2011	_X_ Director 10% Owner Officer (give title below) Other (specify 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			
	WATSONV (City)	VILLE, CA 95076 (State) (Zip)		Form filed by More than One Reporting Person			
	1.Title of Security (Instr. 3)	2. Transaction Date 2A. I (Month/Day/Year) Exect any	deemed 3. 4. Securities Acquired attion Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) Or Code V Amount (D) Price	5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4)  Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
	Common Stock	12/27/2011	M 358 A \$ 12.353	3 15,860.4755 D			

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

12.353

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

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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. Transactic Code (Instr. 8)	Derivative (Month/Da		re e	7. Title and Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 12.353	12/27/2011		M	358	12/31/2001	12/31/2011	Common Stock	358

## **Reporting Owners**

	Relationships				
eporting Owner Name / Address	Director	10% Owner	Officer	Other	

NIEBLA JESUS FERNANDO 585 W. BEACH STREET X WATSONVILLE, CA 95076

### **Signatures**

R

Richard A. Watts, Attorney-in-Fact, for J. Fernando Niebla 12/28/2011

\*\*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).

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.

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