

WATTS DAVID HENDERSON  
 Form 4  
 December 02, 2009

**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 \*  
 WATTS DAVID HENDERSON

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 WEST BEACH STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/30/2009

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	11/30/2009		A	V Amount \$ 6,067.45 (1)	A Price \$ 29.97	9,834.753 (2)	D
Common Stock	11/30/2009		F	1,516.86	D \$ 29.97	8,317.893 (3)	D
Common Stock						223 (4)	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 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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Units [Right to Receive]	\$ 0	03/31/2008		A		59,239.323 (5)		(6)	(7)	Common Stock
Performance Units (Right to Receive)	\$ 0	11/20/2009		A		1,435.185 (8)		(6)	(7)	Common Stock
Performance Units [Right to Receive]	\$ 29.97	11/20/2009		D			6,067.45	(6)	(7)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATTS DAVID HENDERSON 585 WEST BEACH STREET WATSONVILLE, CA 95076	X			

## Signatures

Michael Futch, Secretary, for David H. Watts  
12/02/2009

\*\*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) This distribution represents the first of 10 installments of performance-based compensation and accrued dividends (refer to Footnote 5).
- (2) Includes 1,500 Stock Units.
- (3) Shares surrendered for taxes on stock distribution.
- (4) Previously reported.

- (5) Acquisition of deferred performance-based compensation in stock pursuant to the Granite Construction Incorporated Amended and Restated 1999 Equity Incentive Plan. Shares accrue dividends, payable upon distribution of stock. Mr. Watts elected to receive the shares annually in 10 equal installments.

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- (6) Each performance right represents a right to receive one share of common stock. The performance rights vested upon acquisition; however, because Mr. Watts chose to defer payment, the stock became payable upon retirement.
- (7) No expiration date.
- (8) Dividends accrued between March 31, 2008 and November 30, 2009 on performance-based compensation.

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.