

WATTS DAVID HENDERSON
 Form 4
 May 10, 2010

FORM 4

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

OMB APPROVAL

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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)

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

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

585 WEST BEACH STREET

05/07/2010

(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 Indirect Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	01/15/2010		A	V <u>5.8176</u> (1)	A \$ 33.66	8,323.7101 (2)	D
Common Stock	04/15/2010		A	V <u>6.5048</u> (1)	A \$ 30.22	8,330.1249 (3)	D
Common Stock	05/07/2010		A	<u>2,807</u> (4)	A \$ 29.39	11,137.2149 (5)	D
Common Stock						223 (6)	I by ESOP

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Performance Units [Right to Receive]	\$ 34.33	01/15/2010		A	V 206.7844 (7)	(8) (5)		Common Stock	206.7
Performance Units (Right to Receive]	\$ 32.02	04/15/2010		A	222.5422 (7)	(8) (5)		Common Stock	222.5

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

WATTS DAVID HENDERSON
585 WEST BEACH STREET
WATSONVILLE, CA 95076

X

Signatures

Michael Futch, Secretary, for David H. Watts

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 1,512.1201 stock units.
- (3) Includes 1,518.6249 stock units and dividend shares on stock units.

Stock units granted pursuant to the Granite Construction Incorporated Amended and Restated 1999 Equity Incentive Plan. Stock units are

- (4) 100% vested due to retirement eligibility, however, Mr. Watts won't receive the shares until the earlier of May 20, 2011 or his retirement from the Board.

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- (5) Includes 4,325.6249 stock units and dividend shares on stock units.
- (6) Previously reported.
- (7) Dividends on performance-based compensation.
- (8) 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.

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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