



**Item 2.02 Results of Operations and Financial Condition.**

On May 4, 2009, Granite Construction Incorporated (the “Company”) issued a press release with respect to its earnings for the quarter ended March 31, 2009, a copy of which is attached as Exhibit 99.1.

The information set forth is furnished pursuant to Item 2.02, “Results of Operations and Financial Condition” and shall not be deemed “filed” for purpose of Section 18 of the Securities Exchange Act of 1934, nor shall the information, including the Exhibit, be deemed incorporated by reference in any filing of the Company, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits. The following exhibits are attached hereto and furnished herewith:

Exhibit

Number Exhibit Title

99.1 Press Release of Registrant, dated May 4, 2009, its 2009 first quarter financial results

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GRANITE CONSTRUCTION  
INCORPORATED

Date: May 4, 2009 By: /s/ LeAnne M. Stewart

LeAnne M. Stewart  
Senior Vice President &  
Chief Financial Officer

**INDEX TO EXHIBITS**

Exhibit

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