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MCDONALD REBECCA ANN

Form 4 October 01, 2002

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

\_ 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

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

					me <b>and</b> Tick <b>nstruction</b> 1				P	Relationship (erson(s)  Issuer (Check	of Reporting		
(Last) (First) (Middle)  585 W. Beach Street				rting	ntification N Person, voluntary)	Number	Moi	tatement for nth/Day/Year tember 30, 2002	1	X Director  10% Owner  Officer (give title below)  Other (specify below)			
Watsonville, CA						Amendment, e of Original onth/Day/Year)	(0 <u>X</u> P	7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person					
(City)	(State) (	Zip)	T	'able	I Non-D	erivati	ve Sec	urities Acquired, I	Dispose	d of, or Benef	icially Owned		
Security	action Date (Month/ Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction C (Instr. 8 Code	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed of		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		ship Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	(1)								1,125	D			

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

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## FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially

(e.g., puts, calls, warrants, options, convertible securities)

		,	c.g., puis	, cans,	waii aii u	s, options, conver	ubic securities)				
1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securities	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquired				Following	ative	
			Day/	8)	(A) or				Reported	Security:	
		Year)	Year)		Disposed				Transaction(s)	Direct	
I	I	I	I	ı	I						I

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				of (D) (Instr. & 5)	Instr. 3, 4						(D) or Indirect (I)	
			Code V	(A)			Expira-		Amount		(Instr. 4)	
						Exer-cisable	Date		or Number			
									of Shares			
Option (right to buy)	8.3145	9/30/02	J	577 <u>(2)</u>		9/30/02		Common Stock	577	5,290	D	

Explanation of Responses:

(1) Previously reported.

(2) Granted pursuant to the Granite Construction Incorporated 1999 Equity Incentive Plan.

By: /s/ Rebecca Ann McDonald

10/1/2002

Date

\*\*Signature of Reporting Person

\*\*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.

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