#### MCDONALD REBECCA ANN

Form 4/A August 19, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * MCDONALD REBECCA ANN			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 (Month/D W. BEACH STREET 08/18/20					ansaction			_X Director 10% Owner Officer (give title Other (specify below)			
(S WATSONVILLE	Filed(Month/Day/Year) 08/18/2009						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (S	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner								y Owned			
	ansaction Date th/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transa Code (Instr.		4. Securiti n(A) or Dis (Instr. 3, 4)	posed	of (D)	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 07/1:	5/2009			A	V	18.326	A	\$ 33.28	8,984.764 <u>(1)</u>	D		
Common Stock 08/18	8/2009			M		383	A	\$ 8.6	9,367.764 (2) (3)	D		

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. Transactio Code (Instr. 8)	5. Numbe onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Der Sect (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 8.6	08/18/2009		M	383	09/30/1999	09/29/1999	Common Stock	383	

# **Reporting Owners**

#### Relationships

Reporting Owner Name / Address

10% Director Officer Other Owner

MCDONALD REBECCA ANN 585 W. BEACH STREET WATSONVILLE, CA 95076

X

## **Signatures**

William G. Dorey, President, for Rebecca A. McDonald

08/19/2009

Date

\*\*Signature of Reporting Person

## **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) Total was miscalculated on August 18, 2009 filing.
- (3) Includes 5,709.764 stock units and dividend shares on stock units.

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.

Reporting Owners 2