

Powell William Howard  
 Form 4  
 August 11, 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 \*  
 Powell William Howard

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)  
 08/09/2010

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

585 W. BEACH STREET

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 01/15/2010                           |  | A                              | V<br>54.333<br>(1)  | A<br>\$<br>34.74  | 29,668.2234  | D   |
| Common Stock                    | 04/15/2010                           |  | A                              | V<br>60.755<br>(1)  | A<br>\$<br>31.18  | 29,728.9784  | D   |
| Common Stock                    | 07/15/2010                           |  | A                              | V<br>80.828<br>(1)  | A<br>\$<br>23.54  | 29,809.8064  | D   |
| Common Stock                    | 07/15/2010                           |  | A                              | V<br>28.1391<br>(2)   | A<br>\$<br>23.58  | 29,837.9455  | D   |
| Common Stock                    | 08/09/2010                           |  | P                              | 200   | A<br>\$<br>23.44  | 30,037.9455  | D   |



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(3) Includes 5,132,1391 stock units and dividends 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.

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