

GRANITE CONSTRUCTION INC  
 Form 4  
 May 13, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 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)  
 05/11/2015

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		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	05/11/2015		S		90	D	\$ 38.16	52,434.4428	D
Common Stock	05/11/2015		S		100	D	\$ 38.15	52,334.4428	D
Common Stock	05/11/2015		S		100	D	\$ 38.17	52,234.4428	D
Common Stock	05/11/2015		S		100	D	\$ 38.5	52,134.4428	D
Common Stock	05/11/2015		S		100	D	\$ 38.1714	52,034.4428	D

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Common Stock	05/11/2015	S	100	D	\$ 38.21	51,934.4428	D
Common Stock	05/11/2015	S	100	D	\$ 38.24	51,834.4428	D
Common Stock	05/11/2015	S	100	D	\$ 38.25	51,734.4428	D
Common Stock	05/11/2015	S	100	D	\$ 38.3	51,634.4428	D
Common Stock	05/11/2015	S	100	D	\$ 38.31	51,534.4428	D
Common Stock	05/11/2015	S	100	D	\$ 38.32	51,434.4428	D
Common Stock	05/11/2015	S	100	D	\$ 38.37	51,334.4428	D
Common Stock	05/11/2015	S	100	D	\$ 38.38	51,234.4428	D
Common Stock	05/11/2015	S	100	D	\$ 38.39	51,134.4428	D
Common Stock	05/11/2015	S	100	D	\$ 38.42	51,034.4428	D
Common Stock	05/11/2015	S	200	D	\$ 38.3	50,834.4428	D
Common Stock	05/11/2015	S	300	D	\$ 38.27	50,534.4428	D
Common Stock	05/12/2015	S	10,000	D	\$ 37.5	40,534.4428	D
Common Stock	05/12/2015	S	10	D	\$ 38.19	40,524.4428 <u>(1)</u>	D

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

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SEC 1474  
(9-02)

**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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powell William Howard 585 W. BEACH STREET WATSONVILLE, CA 95076		X		

## Signatures

Richard A. Watts, Attorney-In-Fact, For William H. Powell	05/13/2015
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\_\_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) Total adjusted to include dividend equivalents credited to the Reporting Person under the dividend feature of the Granite Construction Incorporated 2012 Equity Incentive Plan since the Reporting Person's last report.

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.