

Donnino Michael Francis  
 Form 4  
 March 11, 2013

**FORM 4**

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

OMB APPROVAL

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 Expires: January 31, 2015  
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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 \*  
 Donnino Michael Francis

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)  
 585 W. BEACH ST.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/07/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

WATSONVILLE, CA 95076

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2013		S		400	D	\$ 30.581
					40,086	D	
Common Stock	03/07/2013		S		1,700	D	\$ 30.582
					38,386	D	
Common Stock	03/07/2013		S		400	D	\$ 30.5838
					37,986	D	
Common Stock	03/07/2013		S		2,500	D	\$ 30.75
					35,486	D	
Common Stock	03/08/2013		S		2	D	\$ 31.081
					35,484	D	

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Common Stock	03/08/2013	S	1,300	D	\$ 31.09	34,184	D	
Common Stock	03/08/2013	S	200	D	\$ 31.101	33,984	D	
Common Stock	03/08/2013	S	300	D	\$ 31.105	33,684	D	
Common Stock	03/08/2013	S	198	D	\$ 31.105	33,486	D	
Common Stock	03/08/2013	S	100	D	\$ 31.1059	33,386	D	
Common Stock	03/08/2013	S	100	D	\$ 31.115	33,286	D	
Common Stock	03/08/2013	S	300	D	\$ 31.125	32,986	D	
Common Stock	03/08/2013	S	200	D	\$ 31.711	32,786	D	
Common Stock	03/08/2013	S	100	D	\$ 31.712	32,686	D	
Common Stock	03/08/2013	S	200	D	\$ 31.712	32,486	D	
Common Stock	03/08/2013	S	1,900	D	\$ 31.712	30,586	D	
Common Stock	03/08/2013	S	87	D	\$ 31.7122	30,499	D	
Common Stock	03/08/2013	S	13	D	\$ 31.72	31,588 <sup>(1)</sup>	D	
Common Stock						37,627.398 <sup>(2)</sup>	I	By Esop

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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
Donnino Michael Francis 585 W. BEACH ST. WATSONVILLE, CA 95076			Senior Vice President	

## Signatures

/s/ Richard A. Watts, Attorney-in-fact, for Michael Francis Donnino	03/11/2013
**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).
- Total adjusted to include dividend equivalents (DEUs: 278: 81 - 3/31/12, 86 - 6/30/12, 78 - 9/30/12 & 33 - 1/15/13) credited to the
- (1) Reporting Person under the dividend reinvestment feature of the Plan since the Reporting Person's last report and ESP purchases of 794 (408 shares - 5/1/12; 370 shares - 11/1/12; 16 dividends on ESP).
  - (2) Adjusted to reflect dividends earned under the dividend reinvestment feature of the ESOP 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.