

Richards James D.
Form 4
March 06, 2013

FORM 4

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

OMB APPROVAL

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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 *
Richards James D.

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 WEST BEACH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2013

____ 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	03/06/2013		S		100 D \$ 30.765	23,513.2186	D
Common Stock	03/06/2013		S		200 D \$ 30.77	23,313.2186	D
Common Stock	03/06/2013		S		200 D \$ 30.78	23,113.2186	D
Common Stock	03/06/2013		S		400 D \$ 30.785	22,713.2186	D
Common Stock	03/06/2013		S		800 D \$ 30.79	21,913.2186	D

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Common Stock	03/06/2013	S	100	D	\$ 30.795	21,813.2186	D	
Common Stock	03/06/2013	S	440	D	\$ 30.7975	21,373.2186	D	
Common Stock	03/06/2013	S	1,308	D	\$ 30.8	20,065.2186	D	
Common Stock	03/06/2013	S	160	D	\$ 30.8052	19,905.2186	D	
Common Stock	03/06/2013	S	192	D	\$ 30.8052	19,713.2186	D	
Common Stock	03/06/2013	S	500	D	\$ 30.81	19,213.2186	D	
Common Stock	03/06/2013	S	100	D	\$ 81.5	19,113.2186	D	
Common Stock	03/06/2013	S	500	D	\$ 30.82	18,646.2186 ⁽¹⁾	D	
Common Stock						5,758.218 ⁽²⁾	I	by ESOP

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richards James D. 585 WEST BEACH STREET WATSONVILLE, CA 95076			Senior Vice President	

Signatures

Nancy Valek-Corbett, attorney-in-fact for James D.
Richards

03/06/2013

__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).
- (1) Total adjusted to include dividend equivalent unit (DEU), (33 - 1/15/13) credited to the Reporting Person under the dividend reinvestment feature of the Plan since the Reporting Person's last report.
 - (2) Previously reported.

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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