

BROOKS RICHARD MALLON
 Form 4
 April 02, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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| | | | | | | | | | |
|--|---------|----------|---|--|--|--|--|--|---|
| 1. Name and Address of Reporting Person* Brooks Richard Mallon | | | 2. Issuer Name and Ticker or Trading Symbol Granite Construction Incorporated [GVA] | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year March 31, 2003 | | | <input checked="" type="checkbox"/> Director — |
| 585 W. Beach Street | | | | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) |
| (Street) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | |
| Watsonville, CA 95076 | | | | | | Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | | | | | |

| 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|--|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | | | | | | | | 3,375 | D | |
| Common Stock (1) | | | | | | | | 3,375 | I | by Trust |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned | 10. Ownership Form of Deriv- | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--|---|------------------------------|--|
|--|---|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--|---|------------------------------|--|

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| | Security | Day/ Year) | (Month/ Day/ Year) | (Instr. 8) | Acquired (A) or Disposed of (D) | | | | Following Reported Transaction(s) (Instr. 4) | ative Security: Direct (D) or Indirect (I) (Instr. 4) | | | | |
|--------------------------------------|------------|-----------------|--------------------------|---------------|--|--------------------------|-----|----------------------|---|--|--|--|---------------|----------|
| | | | | | (Instr. 3, 4 & 5) | | | | | | | | | |
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira- tion Date | Title | Amount or Number of Shares | | | |
| Option (right to buy) | 911 | 03/31/03 | | J | | 911⁽²⁾ | | 03/31/03 | 03/31/13 | Common Stock | 911 | | 13,481 | D |

Explanation of Responses:

- (1) Previously reported.
- (2) Granted pursuant to the Granite Construction Incorporated 1999 Equity Incentive Plan.

By: /s/ **Richard Mallon Brooks** **4-1-2003**
Richard Mallon Brooks Date
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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