

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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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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (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 ⁽¹⁾ | D | |
| Common Stock | | | | | | 37,627.398 ⁽²⁾ | I | By Esop |

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

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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 |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

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.