MCDONALD REBECCA ANN

Form 4 January 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

Common

Stock

12/31/2004

	Address of Reporting LD REBECCA A	_, _, _,	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
		GRANI [GVA]	TE CON	STRUCTION INC	(Chec	k all applicable)		
(Last)	(First) (N	Middle) 3. Date of (Month/E	f Earliest Tr Oay/Year)	ransaction	_X_ Director Officer (give below)	title Other below)			
585 W. BEA	ACH STREET	12/31/2	004		below)	below)			
	(Street)	4. If Ame	ndment, Da	nte Original	6. Individual or Jo	oint/Group Filin	g(Check		
		Filed(Mor	nth/Day/Year	·)	Applicable Line) _X_ Form filed by 0	1 0			
WATSONV	VILLE, CA 95076				Form filed by N Person	More than One Re	porting		
(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership		
					Following	(Instr. 4)	(Instr. 4)		

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

Code

A

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

Transaction(s)

(Instr. 3 and 4)

 $2,710.61 \frac{(2)}{}$

D

(A)

or

Price

26.98

Amount (D)

5.86

(1)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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8. P Der Sec (Ins

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. Transactic Code (Instr. 8)	5. Number on for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities	3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 13.41	12/31/2004		A	554 (3)	12/31/2004	12/31/2014	Common Stock	554	

Reporting Owners

		Relationships
. T	/ 4 3 3	

MCDONALD REBECCA ANN
585 W. BEACH STREET X
WATSONVILLE, CA 95076

Signatures

Michael Futch, Secretary, for Rebecca A.

McDonald

01/04/2005

**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) Dividends on Stock Units granted pursuant to the Amended and Restated Granite Construction Incorporated 1999 Equity Incentive Plan.
- (2) Includes 1,544 Stock Units and 41.61 Dividend Shares on Stock Units.
- (3) Granted pursuant to the Granite Construction Incorporated Amended and Restated 1999 Equity Incentive Plan.

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.

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