

GRANITE CONSTRUCTION INC
Form 4
March 17, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Matheson Martin P.

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)
C/O 585 WEST BEACH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior, Vice President

WATSONVILLE, CA

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/13/2015 | | A | | 4,643 (1) \$ 32.31 | 13,904.95 | D |
| Common Stock | 03/14/2015 | | F | | 115 (2) \$ 32.31 | 13,789.95 | D |
| Common Stock | 03/14/2015 | | F | | 298 (2) \$ 32.31 | 13,491.95 | D |
| Common Stock | 03/14/2015 | | F | | 268 (3) \$ 32.31 | 13,223.95 | D |
| Common Stock | 03/14/2015 | | F | | 100 (3) \$ 32.31 | 13,123.95 | D |

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- (2) Shares surrendered for taxes due to vesting on March 14, 2015 (initial grant date 3/14/12.)
- (3) Shares surrendered for taxes due to vesting on March 14, 2015 (initial grant date 3/14/13.)
- (4) Shares surrendered for taxes due to vesting on March 14, 2015 (initial grant date 3/14/14.)
- (5) Total adjusted to include dividend equivalents (DEUs: 24 - 1/15/14 , 26 - 4/15/14, 27 - 7/15/14, 30 -10/14/14, 25 - 1/15/15) credited to the Reporting Person under the dividend reinvestment feature of the Plan since the Reporting Person's last report.
- (6) 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. 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.