

GRANITE CONSTRUCTION INC
 Form 4
 March 15, 2016

FORM 4

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

OMB APPROVAL

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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)
 03/13/2016

____ 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	03/13/2016		F		855 ⁽¹⁾ D \$ 43.09	D	
Common Stock	03/14/2016		A		9,469 ⁽²⁾ A \$ 35.19	D	
Common Stock	03/14/2016		S		\$ 4,003 D 43.1958 ⁽³⁾	D	
Common Stock	03/14/2016		F		490 ⁽⁴⁾ D \$ 43.12	D	
Common Stock	03/14/2016		F		607 ⁽⁵⁾ D \$ 43.12	D	

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the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold at each separate price within the range.

- (4) Shares surrendered for taxes due to vesting on March 14, 2016 (initial grant date 3/14/14).
- (5) Shares surrendered for taxes due to vesting on March 14, 2016 (initial grant date 3/14/13).
- (6) Stock units granted pursuant to the Granite Construction Incorporated 2012 Equity Incentive Plan (the "Plan"). The stock units vest in three equal annual installments on the first, second and third anniversaries of the Grant Date.
- (7) Total adjusted to include dividend equivalent units (383 DEUs) credited to the reporting person under the dividend reinvestment feature of the 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.

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