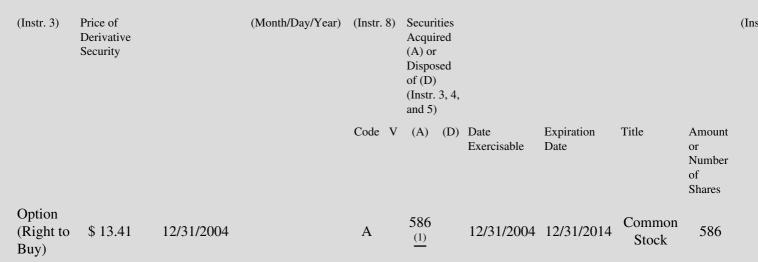
## Edgar Filing: KELSEY DAVID H - Form 4

KELSEY D Form 4	AVID H									
January 04,								OMB A	PPROVAL	
FORM 4 UNITED STATES S				SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					3235-0287	
Check th if no lon subject t Section Form 4 of Form 5 obligation may com <i>See</i> Instru 1(b).	section 17(	Washington, D.C. 20549 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							January 31, 2005 average urs per . 0.5	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> KELSEY DAVID H			2. Issuer Name <b>and</b> 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 STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2004				X_ Director10% Owner Officer (give title below) Other (specify below)			
(Street) WATSONVILLE, CA 95076			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)	Tah	le I - Non-J	Derivative	Securities A	Person Acquired, Disposed	of or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who res nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
KELSEY DAVID H 585 W. BEACH STREET WATSONVILLE, CA 95076	Х					
Signatures						
Michael Futch, Secretary, for I	David H.					
Kelsey		0	1/04/200	)5		
**Signature of Reporting Perso	m		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) 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.