Swanberg Dale A Form 4

subject to

Section 16.

Form 4 or

December 19, 2018 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer

OMB APPROVAL

OMB 3235-0287 Number: January 31, Expires:

2005 Estimated average burden hours per

response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Swanberg Dale A | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|---|---|--|--|
| | GRANITE CONSTRUCTION INC [GVA] | (Check all applicable) | | |
| (Last) (First) (Middle) 585 WEST BEACH STREET | 3. Date of Earliest Transaction (Month/Day/Year) 12/17/2018 | Director 10% Owner Officer (give title Other (specify below) Senior Vice President | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| WATSONVILLE, CA 95076 | | Form filed by More than One Reporting Person | | |

| (City) | (State) (| Zip) Table | e I - Non-D | Derivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|---------------------|---------------------|------------------------|--------------------|-------------------|-----------|-------------|----------------------------|---------------------|------------------------|
| 1.Title of | 2. Transaction Date | | 3. | 4. Securi | | • | 5. Amount of | 6. Ownership | |
| Security (Instr. 3) | (Month/Day/Year) | Execution Date, if any | Transactio Code | (Instr. 3, | | ` ′ | Securities Beneficially | Form: Direct (D) or | Indirect Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (A) | | Reported Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 12/17/2018 | | A | 4,966 (1) | A | \$ 40.27 | 14,198 (2) | D | |

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

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.

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

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| 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title a Amount of Underlying Securities (Instr. 3 a | of ng s | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|--|---------------|---|--|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | umber | | |

Deletionship

Reporting Owners

| Reporting Owner Name / Address | Kelationships | | | | | | | |
|---|---------------|-----------|------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Swanberg Dale A | | | Senior | | | | | |
| 585 WEST BEACH STREET | | | Vice | | | | | |
| WATSONVILLE, CA 95076 | | | President | | | | | |
| Signatures | | | | | | | | |
| /s/ Betty Kwong, attorney-in-fact f Swanberg | for Dale A. | | 12/19/2018 | | | | | |

**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) 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.
- Total adjusted to include dividend equivalents (DEUs: 12 4/13/18; 12 7/13/18; 15 10/12/18) credited to the Reporting Person under (2) the dividend reinvestment feature of the Granite Construction Incorporated 2012 Equity Incentive 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.

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