NIEBLA JESUS FERNANDO

Form 4

January 02, 2003

FORM 4

_ Check this box if no longer subject to Section

obligations may continue.

16. Form 4 or Form 5

See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Add			ne and Tic		Pe to	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 585 W. Beach St	of Reporting Person,					tatement for nth/Day/Year ember 31, 2002	10	X Director 10% Owner Officer (give title below) Other (specify below)			
Watsonville, CA						5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip)	T	`able	I Non-D	erivati	Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3)		2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed of		5. Amount of Securities Beneficially Owned Following Reported Transactions(s)	S	ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock								(Instr. 3 & 4)	0		

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	(c.g., puts, cans, warrants, options, convertible securities)													
1.	Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Natur		
D	erivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirec		
S	ecurity	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficia		
		Price of		Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownershi		
(I	nstr. 3)	Derivative	(Month/	if any		Securities	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)		
		Security	Day/	(Month/	(Instr.	Acquired				Following	ative			
			Year)	Day/	8)	(A) or				Reported	Security:			
				Year)		Disposed				Transaction(s)	Direct			
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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				of (D) (Instr. & 5)						(D) or Indirect (I)		
			Code	V	(A)	Exer-cisable	Expira- tion Date		Amount or Number of Shares		(Instr. 4)	
Option (right to buy)	8.39	12/31/02	J		527 (1)	12/31/02		Common Stock	527	5,735	D	

Explanation of Responses:

(1) Granted pursuant to the Granite Construction Incorporated 1999 Equity Incentive Plan.

By: /s/ Jesus Fernando Niebla

1/2/03 Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).