

GRANITE CONSTRUCTION INC

Form 4

March 17, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior, Vice President

WATSONVILLE, CA

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  
\_\_\_\_ 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 Ownership (Instr. 4)
Common Stock	03/13/2015		A	Amount 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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Common Stock	03/14/2015	F	431 <sup>(4)</sup>	D	\$ 32.31	12,692.95 <sup>(5)</sup>	D	
Common Stock						80.74 <sup>(6)</sup>	I	by ESOP

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

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Matheson Martin P.  
C/O 585 WEST BEACH STREET  
WATSONVILLE, CA

Senior, Vice President

## Signatures

Richard A. Watts, Attorney-in-fact, for Martin P.  
Matheson

03/17/2015

\_\_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.

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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.

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