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Check this box if no longer subject to Section 16. SECURITIES Number: Vumber: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES										3235-0287 January 31, 2005 average		
(Print or Type Responses)												
MCDONALD REBECCA ANN Symbol				er Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month				e of Earliest Transaction h/Day/Year) 1/2008					X_ Director10% Owner Officer (give titleOther (specify below)below)			
				nendment, Date Original fonth/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			
WATSONVILLE, CA 95076 — Form filed by More than One Reporting Person												
(City)	(State)	(Zip)	Tabl	e I - Non	-De	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any (Month/D	n Date, if	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8) (A) or			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature Ownership Indirect Form: Direct Beneficial (D) or Ownershi Indirect (I) (Instr. 4) (Instr. 4)			
Common Stock	03/31/2008				v	18.31 (1)	A	\$ 32.71	6,900.5 <u>(2)</u>	D		
Common Stock	06/30/2008		A V <u>(1)</u>		А	\$ 31.53	6,919.57 <u>(5)</u>	D				
Common Stock	07/01/2008			А		1,000 (3)	А	\$ 32.2	7,919.57 <u>(5)</u>	D		

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

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number.

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;		7. Title and <i>J</i> Underlying S (Instr. 3 and	C	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 0					12/31/2004	12/30/2014	Common Stock	0	

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
MCDONALD REBECCA ANN 585 W. BEACH STREET WATSONVILLE, CA 95076	Х				
Signatures					
LeAnne M. Stewart, Sr. Vice Pres McDonald	07/02/2008				

**Signature of Reporting Person

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) Dividends on Stock Units granted pursuant to the Granite Construction Incorporated Amended and Restated 1999 Equity Incentive Plan.
- (2) Includes 4,471 Stock Units and 154.5 Dividend Shares on Stock Units.
- Granted pursuant to the Granite Construction Incorporated Amended and Restated 1999 Equity Incentive Plan. Shares vest at the end of (3) Ms. McDonald's current term in 2010.
- (4) Previously reported.
- (5) Includes 4,471 Stock Units and 173.57 Dividend Shares on Stock Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Date

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