

GRANITE CONSTRUCTION INC  
Form 8-K  
February 26, 2009  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) February 25, 2009

**GRANITE CONSTRUCTION INCORPORATED**

(Exact name of registrant as specified in its charter)

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Delaware                                      1-12911                                      77-0239383  
(State or other jurisdiction of      (Commission File Number)      (IRS Employer Identification No.)  
incorporation)  
585 West Beach Street  
Watsonville, California 95076  
(Address of principal executive offices) (Zip Code)  
(831) 724-1011  
Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On February 25, 2009, Granite Construction Incorporated (the "Company") issued a press release with respect to its earnings for the quarter ended December 31, 2008, a copy of which is attached as Exhibit 99.1.

The information set forth is furnished pursuant to Item 2.02, "Results of Operations and Financial Condition" and shall not be deemed "filed" for purpose of Section 18 of the Securities Exchange Act of 1934, nor shall the information, including the Exhibit, be deemed incorporated by reference in any filing of the Company, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are attached hereto and furnished herewith:

Exhibit

Number Exhibit Title

99.1 Press Release of Registrant, dated February 25, 2009, its 2008 fourth quarter financial results

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GRANITE CONSTRUCTION  
INCORPORATED

Date: February 25, 2009 By: /s/ LeAnne M. Stewart  
LeAnne M. Stewart  
Senior Vice President &  
Chief Financial Officer

**INDEX TO EXHIBITS**

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