



***Item 5.02. Appointment of Principal Officer; Departure of Principal Officer***

On August 31, 2009, Granite Construction Incorporated (the “Company”) announced the retirement of Mark E. Boitano, the Company’s Executive Vice President and Chief Operating Officer, from his Chief Operating Officer position effective September 1, 2009. The Company also announced the appointment of James H. Roberts to the position of Executive Vice President and Chief Operating Officer. Mr. Roberts’ appointment is effective September 1, 2009, and he will serve in this capacity until he or his successor is elected at the 2010 annual meeting.

Mr. Roberts, age 52, joined the Company in 1981, and has served in various capacities within the Company, including: Senior Vice President and Manager of Granite West (formerly the Branch Division) from 2004 to the present; Vice President and Assistant Branch Division Manager between 1999 and 2004; and Regional Manager of the Company’s Nevada and Utah operations between 1995 and 1999.

***Item 9.01. Financial Statements and Exhibits***

(c) Exhibits. The following exhibit is attached hereto and filed herewith:

Exhibit

Number Exhibit Title

99.1 Press Release Dated August 31, 2009, Announcing the Appointment of James H. Roberts as Chief Operating Officer and the Retirement of Mark E. Boitano

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**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: August 31, 2009 By: /s/ Michael Futch  
Michael Futch  
Vice President, General Counsel and Secretary

**INDEX TO EXHIBITS**

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