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GRANITE CONSTRUCTION INC  
Form SC 13D/A  
October 31, 2007

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Amendment No. 3)

Under the Securities Exchange Act of 1934\*

Granite Construction Incorporated

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

387328107

-----  
(CUSIP Number of Class of Securities)

Daniel S. Loeb  
Third Point LLC  
390 Park Avenue  
New York, NY 10022  
(212) 224-7400

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Copies to:  
Michael A. Schwartz, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019-6099  
(212) 728-8000

October 29, 2007

-----  
(Date of Event which Requires  
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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 CUSIP No. 387328107  
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|  |  |                          |
|--|--|--------------------------|
| 1  | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)    |                          |
|  | Third Point LLC  | I.D. #13-3922602         |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) [ ]<br>(b) [X]       |
| 3  | SEC USE ONLY   |                          |
| 4  | SOURCE OF FUNDS*   |                          |
|  | AF   |                          |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ] |                          |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|  | Delaware   |                          |
|  | 7  | SOLE VOTING POWER        |
|  | 0  |                          |
|  | 8  | SHARED VOTING POWER      |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED<br>BY EACH REPORTING<br>PERSON WITH | 1,862,100  |                          |
|  | 9  | SOLE DISPOSITIVE POWER   |
|  | 0  |                          |
|  | 10   | SHARED DISPOSITIVE POWER |
|  | 1,862,100  |                          |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON   |                          |
|  | 1,862,100  |                          |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [ ]                 |                          |

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-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 4.4%  
 -----  
 14 TYPE OF REPORTING PERSON\*  
 OO  
 -----

SCHEDULE 13D

-----  
 CUSIP No. 387328107  
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-----  
 1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 Daniel S. Loeb  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
 (b) [X]  
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS\*  
 AF  
 -----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(e) [ ]  
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States  
 -----  
 7 SOLE VOTING POWER  
 0  
 -----  
 8 SHARED VOTING POWER  
 NUMBER OF SHARES 1,862,100  
 BENEFICIALLY OWNED  
 BY EACH REPORTING  
 PERSON WITH  
 9 SOLE DISPOSITIVE POWER  
 0  
 -----  
 10 SHARED DISPOSITIVE POWER  
 1,862,100  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

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1,862,100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.4%

14 TYPE OF REPORTING PERSON\*

IN

SCHEDULE 13D

CUSIP No. 387328107

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Third Point Offshore Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

NUMBER OF SHARES  
BERNEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

1,239,600

9 SOLE DISPOSITIVE POWER

0

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|    |  |                          |
|----|--|--------------------------|
|    | 10   | SHARED DISPOSITIVE POWER |
|    |  | 1,239,600                |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON                         |                          |
|    |  | 1,239,600                |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [ ] |                          |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                         |                          |
|    |  | 3.0%                     |
| 14 | TYPE OF REPORTING PERSON*  |                          |
|    |  | 00                       |

This Amendment No. 3 to Schedule 13D ("Amendment No. 3") amends the Schedule 13D filed on May 7, 2007 (as amended by Amendment No. 1 thereto filed on July 16, 2007, and Amendment No. 2 thereto filed on August 22, 2007, the "Schedule 13D") and is being filed on behalf of Third Point LLC, a Delaware limited liability company (the "Management Company"), Daniel S. Loeb, an individual ("Mr. Loeb"), and Third Point Offshore Fund, Ltd., a Cayman Islands limited liability exempted company (the "Offshore Fund", and together with the Management Company and Mr. Loeb, the "Reporting Persons"). This Amendment No. 3 relates to the common stock, par value \$0.01 per share (the "Common Stock"), of Granite Construction Incorporated, a Delaware corporation (the "Company"). The Management Company is the investment manager or adviser to a variety of hedge funds and managed accounts (such funds and accounts, including the Offshore Fund, the "Funds"). The Funds directly own the Common Stock to which this Schedule 13D relates, and Mr. Loeb and the Management Company may be deemed to have beneficial ownership over such Common Stock by virtue of the authority granted to them by the Funds to vote and to dispose of the securities held by the Funds, including the Common Stock.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The Funds have expended an aggregate of approximately \$112,019,938 of their own investment capital to acquire the 1,862,100 shares of Common Stock held by them. The Offshore Fund has expended an aggregate of approximately \$74,625,163 of its own investment capital to acquire its 1,239,600 shares of Common Stock. The Funds effect purchases of securities primarily through margin accounts maintained for them with Bear, Stearns Securities Corp., Goldman, Sachs & Co., Citigroup Global Markets, Inc. and UBS Securities LLC, which may extend margin credit to the Funds as and when required to open or carry positions in the margin accounts, subject to applicable Federal margin regulations, stock exchange rules and the firm's credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 5. Interest in Securities of the Issuer.

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Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) As of October 30, 2007, the Management Company and Mr. Loeb beneficially own 1,862,100 shares of Common Stock (the "Shares"). The Shares represent 4.4% of the 41,943,100 shares of Common Stock outstanding as of July 20, 2007, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007. The percentages used herein and in the rest of this statement are calculated based upon this number of outstanding shares.

As of October 30, 2007, the Offshore Fund directly beneficially owns 1,239,600 shares of Common Stock, representing 3.0% of the outstanding shares of Common Stock. None of the Funds owns a number of shares of Common Stock representing more than 5% of such total.

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The Offshore Fund reported in Amendment No. 2 to Schedule 13D (filed on August 22, 2007) that it no longer beneficially owned greater than 5% of the outstanding Common Stock. During the course of the October 25, 2007 trading day, the Offshore Fund made purchases that increased its beneficial ownership to an amount greater than 5% of the outstanding Common Stock. However, following sales made later that day, the Offshore Fund once again directly beneficially owned less than 5% of the outstanding shares of Common Stock. As a result, the Offshore Fund is included as a Reporting Person in this Amendment No. 3, but as indicated in Item 5(e) below, has ceased to be the beneficial owner of more than five percent of the outstanding Common Stock.

(b) The Management Company and Mr. Loeb share voting and dispositive power over the 1,862,100 shares of Common Stock held directly by the Funds. The Management Company, Mr. Loeb and the Offshore Fund share voting power and dispositive power over the 1,239,600 shares of Common Stock held by the Offshore Fund.

(c) Schedule A hereto sets forth certain information with respect to transactions by the Funds (at the direction of the Management Company and Mr. Loeb) in Common Stock during the past 60 days. Schedule B hereto sets forth certain information with respect to transactions during the past 60 days by the Offshore Fund (at the direction of the Management Company and Mr. Loeb) in Common Stock.

All of the transactions set forth on Schedules A and B were effected in open market transactions on the New York Stock Exchange. Other than as set forth on Schedules A and B, since the most recent filing on Schedule 13D there were no transactions in the Common Stock effected by the Reporting Persons nor, to the best of their knowledge, any of their directors, executive officers, general partners or members.

(d) Other than the Funds which directly hold the Shares, and except as set forth in this Item 5, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

(e) The Management Company and Mr. Loeb ceased to be the beneficial owners of more than five percent of the outstanding Common Stock on October 30, 2007. The Offshore Fund ceased to be the beneficial owner of more than five percent of the outstanding Common Stock on October 25, 2007. As of the date hereof, none of the Reporting Persons are the beneficial owners of more than five percent of the outstanding Common Stock.

[Signatures on following page]

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: October 31, 2007

THIRD POINT LLC

By: Daniel S. Loeb, Chief Executive Officer

By: /s/ Justin Nadler

-----  
Name: Justin Nadler  
Title: Attorney-in-Fact

THIRD POINT OFFSHORE FUND, LTD.

By: Daniel S. Loeb, Director

By: /s/ Justin Nadler

-----  
Name: Justin Nadler  
Title: Attorney-in-Fact

DANIEL S. LOEB

By: /s/ Justin Nadler

-----  
Name: Justin Nadler  
Title: Attorney-in-Fact

[SIGNATURE PAGE TO AMENDMENT NO. 3 TO SCHEDULE 13D  
WITH RESPECT TO GRANITE CONSTRUCTION INCORPORATED]

Schedule A  
-----

(Transactions by the Funds in Common Stock  
during the past 60 days)

| Date     | Transaction | Shares    | Price Per |
|----------|-------------|-----------|-----------|
| 09/28/07 | SELL        | (50,000)  |           |
| 09/28/07 | BUY         | 17,800    |           |
| 09/28/07 | SELL        | (17,800)  |           |
| 10/01/07 | SELL        | (1,300)   |           |
| 10/01/07 | SELL        | (13,700)  |           |
| 10/25/07 | BUY         | 525,000   |           |
| 10/25/07 | BUY         | 40,000    |           |
| 10/25/07 | SELL        | (300,000) |           |
| 10/25/07 | SELL        | (175,000) |           |
| 10/26/07 | SELL        | (280,000) |           |
| 10/29/07 | SELL        | (200,000) |           |
| 10/29/07 | SELL        | (275,000) |           |
| 10/30/07 | SELL        | (357,900) |           |

Schedule B  
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(Transactions by the Offshore Fund in Common Stock



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during the past 60 days)

| Date     | Transaction | Shares    | Price Pe |
|----------|-------------|-----------|----------|
| 09/28/07 | SELL        | (33,200)  |          |
| 09/28/07 | SELL        | (16,300)  |          |
| 10/01/07 | SELL        | (9,100)   |          |
| 10/01/07 | SELL        | (900)     |          |
| 10/25/07 | BUY         | 349,200   |          |
| 10/25/07 | BUY         | 26,600    |          |
| 10/25/07 | SELL        | (199,700) |          |
| 10/25/07 | SELL        | (116,500) |          |
| 10/26/07 | SELL        | (187,400) |          |
| 10/29/07 | SELL        | (131,300) |          |
| 10/29/07 | SELL        | (183,100) |          |
| 10/30/07 | SELL        | (239,300) |          |