

GRANITE CONSTRUCTION INC  
Form 8-K  
February 23, 2012  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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 22, 2012

**GRANITE CONSTRUCTION INCORPORATED**

(Exact Name of Registrant as Specified in Charter)

Delaware                                      1-12911                      77-0239383  
(State or Other Jurisdiction   (Commission   (IRS Employer  
of Incorporation)                      File Number)   Identification No.)  
585 West Beach Street  
Watsonville, California 95076  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (831) 724-1011

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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 Instructions 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))

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

On February 22, 2012, Granite Construction Incorporated (the “Company”) issued a press release with respect to its earnings for the quarter and year ended December 31, 2011, a copy of which is attached as Exhibit 99.1 and incorporated herein by reference.

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    Description

99.1        Press Release of the Company, dated February 22, 2012

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**SIGNATURE**

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

By: /s/ Laurel J. Krzeminski  
Laurel J. Krzeminski  
Vice President and Chief Financial  
Officer

Date: February 22, 2012

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**INDEX TO EXHIBITS**

<u>Exhibit Number</u>	<u>Description</u>
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