

GRANITE CONSTRUCTION INC

Form 8-K

December 04, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**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) November 30, 2007**

**GRANITE CONSTRUCTION INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-12911  
(Commission File Number)

77-0239383  
(IRS Employer Identification No.)

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))
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***Item 5.03. Amendment to Bylaws***

Effective as of November 30, 2007, Article VI, Sections 1, 2, 4 and 5, of the Bylaws of Granite Construction Incorporated are amended by resolution of Granite's Board of Directors. The new provisions provide for the issuance of uncertificated shares, allowing Granite to participate in the Direct Registration System currently administered by The Depository Trust Company ( DRS ). The DRS provides investors with the option of registering securities in their names without the issuance of physical certificates and allows shareholders to electronically transfer securities to and from broker/dealers in order to effect transactions with less risk, lower costs and elimination of the delays associated with transferring physical certificates.

***Item 9.01. Exhibits***

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

Exhibit

Number Exhibit Title

3.2 Amended Bylaws of Granite Construction Incorporated effective November 30, 2007.

**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: November 30, 2007

By: /s/ William E. Barton  
William E. Barton  
Senior Vice President and Chief  
Financial Officer