

GRANITE CONSTRUCTION INC

Form 8-K

February 14, 2006

**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) February 7, 2006

**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.)
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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 5.02 Resignation of Director**

Granite Construction Incorporated has received a letter from Director George B. Searle stating his intentions to retire from Granite's Board of Directors, effective after the shareholders meeting on May 22, 2006. Mr. Searle also tendered his resignation, effective immediately, as a member of the Executive Committee and as Chair of the Compensation Committee. He is expected to resign from the Strategic Planning Committee within the next few weeks.

**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 14, 2006

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