MANNING BRIAN R
Form 3/A
September 10, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â MANNING BRIAN R
(Last) (First) (Middle)

20810 FERNBUSH LANE
(Street)

HOUSTON,Â TXÂ 77073
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/01/2010

3. Issuer Name **and** Ticker or Trading Symbol
STERLING CONSTRUCTION CO INC [STRL]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Exec. VP & CDO

5. If Amendment, Date Original Filed(Month/Day/Year)
09/09/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	215,955	D	Â
Common Stock	6,079	I (7)	Held by a trust (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	07/23/2011	Common Stock	2,000	$ 1.5	D	Â
Employee Stock Option (right to buy)	Â (2)	07/24/2012	Common Stock	2,500	$ 1.725	D	Â
Employee Stock Option (right to buy)	Â (3)	08/20/2013	Common Stock	3,000	$ 3.05	D	Â
Employee Stock Option (right to buy)	Â (4)	08/12/2014	Common Stock	3,500	$ 3.1	D	Â
Employee Stock Option (right to buy)	Â (5)	09/12/2010	Common Stock	1,500	$ 16.78	D	Â
Employee Stock Option (right to buy)	07/18/2007	07/18/2011	Common Stock	7,500	$ 24.96	D	Â
Employee Stock Option (right to buy)	Â (6)	09/08/2011	Common Stock	1,000	$ 25.21	D	Â
Warrant to Purchase Common Stock (right to buy) (8)	07/18/2001	07/18/2011	Common Stock	20,804	$ 1.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANNING BRIAN R 20810 FERNBUSH LANE HOUSTON,Â TXÂ 77073	Â	Â	Â Exec. VP & CDO	Â

Signatures

Roger M. Barzun under a Power of Attorney	09/10/2010
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares are exercisable in five equal annual installments commencing on the first anniversary of the July 23, 2001 grant date.

(2) These shares are exercisable in five equal annual installments commencing on the first anniversary of the July 24, 2002 grant date.

(3) These shares are exercisable in five equal annual installments commencing on the first anniversary of the August 20, 2003 grant date.

(4) These shares are exercisable in five equal annual installments commencing on the first anniversary of the August 12, 2004 grant date.

(5) These shares are exercisable in five equal annual installments commencing on the first anniversary of the August 12, 2005 grant date.

(6) These shares are exercisable in five equal annual installments commencing on the first anniversary of the August 8, 2006 grant date.

(7) These shares are held in a trust for the benefit of the Reporting Person, who is also a trustee.

(8) These warrants were issued as partial consideration for the purchase of shares of the entity now known as Texas Sterling Construction Co.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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