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GREAT LAKES DREDGE & DOCK CORP

Reported by

MACKIE DOUGLAS B

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/22/08 for the Period Ending 05/20/08

Address	2122 YORK ROAD OAK BROOK, IL 60523
Telephone	6305743000
CIK	0001372020
Symbol	GLDD
SIC Code	1600 - Heavy Construction Other Than Bldg Const - Contractors
Industry	Construction Services
Sector	Capital Goods
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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STATEMENT OF CHANGES IN 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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Mackie Douglas B	**Great Lakes Dredge & Dock CORP [GLDD]**	__ **X** __ Director _____ 10% Owner
(Last) (First) (Middle) **GREAT LAKES DREDGE & DOCK CORPORATION, 2122 YORK ROAD**	3. Date of Earliest Transaction (MM/DD/YYYY) **5/20/2008**	__ **X** __ Officer (give title below) _____ Other (specify below) **President & CEO**
(Street) **OAK BROOK, IL 60523** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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 Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**5/20/2008**		**A**		**13853** (1)	**A**	**$0**	**362798**	**D**	
Common Stock								**3782**	**I**	**See Footnote** (2)
Common Stock								**3782**	**I**	**See Footnote** (3)
Common Stock								**3782**	**I**	**See Footnote** (4)
Common Stock								**23770**	**I**	**See Footnote** (5)
Common Stock								**23770**	**I**	**See Footnote** (6)
Common Stock								**12000**	**I**	**Common Stock held by the wife of Douglas B. Mackie**

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee stock option (right to buy)	**$5.41**	**5/20/2008**		**A**		**62624**		(7)	**5/20/2018**	**Common Stock**	**62624**	**$0**	**62624**	**D**	

Explanation of Responses:

(1) These shares are represented by restricted stock units. The restricted stock units vest on May 20, 2011.

(2) Common stock held by the Christopher T. Mackie 1998 Trust.

(3) Common stock held by the Kathleen J. Mackie 1998 Trust.

(4) Common stock held by the Natalie A. Mackie 1998 Trust.

(5) Common stock held by Madeline C. Mackie directly and by the Madeline C. Mackie 1998 Trust.

(6) Common stock held by Philip D. Mackie directly and by the Philip D. Mackie 1998 Trust.

(7) The option vests in three equal annual installments beginning May 20, 2009.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mackie Douglas B **GREAT LAKES DREDGE & DOCK CORPORATION** **2122 YORK ROAD** **OAK BROOK, IL 60523**	**X**		**President & CEO**	

Signatures

/s/ Douglas B. Mackie — **5/22/2008**

** Signature of Reporting Person — Date

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

***** If the form is filed by more than one reporting person, *see* Instruction 4(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).

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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