

GREAT LAKES DREDGE & DOCK CORP

Reported by
SHEA CHRISTOPHER P

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/10/17 for the Period Ending 03/08/17

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 & Engineering
Sector	Industrials
Fiscal Year	12/31

FORM 4

**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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Shea Christopher P (Last) (First) (Middle) C/O GREAT LAKES DREDGE & DOCK CORP., 2122 YORK ROAD (Street) OAK BROOK, IL 60523 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Great Lakes Dredge & Dock CORP [GLDD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, E&I Division
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/8/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	3/8/2017		A		22357 <u>(1)</u>	A	\$0	110915 <u>(2)</u>	D	

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				

Explanation of Responses:

- (1) These shares are represented by restricted stock units. The restricted stock units vest in three equal annual installments beginning on March 8, 2018.
- (2) The filing also adds 2,571 shares of Common Stock acquired under the Company's Employee Stock Purchase Plan ("ESPP"). Under the ESPP, 2,571 shares were acquired on or about 2/28/2017 at a transaction price of \$3.27 per share. The total subtracts 1,151 shares withheld for payment of taxes on shares recently distributed upon vesting.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shea Christopher P C/O GREAT LAKES DREDGE & DOCK CORP. 2122 YORK ROAD OAK BROOK, IL 60523			President, E&I Division	

Signatures

/s/ Kathleen M. LaVoy, by Power of Attorney 3/10/2017
** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.