

LaVoy Kathleen Mackie
 Form 4
 March 15, 2019

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, 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 *
 LaVoy Kathleen Mackie

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Chief Legal Officer

C/O GREAT LAKES DREDGE & DOCK CORP, 2122 YORK ROAD
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

OAK BROOK, IL 60523

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	03/08/2019		A		28,745	A	\$ 124,668	D	
Common Stock	03/08/2019		A		6,485	A	\$ 131,153	D	
Common Stock	03/08/2019		F		8,924	D	\$ 8.3	122,229	D
Common Stock	03/09/2019		F		2,726	D	\$ 8.3	119,503	D
Common Stock	03/13/2019		D		5,409	D	\$ 8.19	114,094	D

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Common Stock 03/13/2019 A 11,333
 (3) A \$ 8.24 125,084 (4) (5) D

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

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LaVoy Kathleen Mackie
 C/O GREAT LAKES DREDGE & DOCK CORP
 2122 YORK ROAD
 OAK BROOK, IL 60523

SVP & Chief Legal Officer

Signatures

/s/Kathleen M.
 LaVoy 03/15/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Represents restricted stock units awarded pursuant to satisfaction of performance conditions per the terms of the Special Incentive Program granted on March 8, 2018. These units vest on December 31, 2019.
- (2)

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Represents shares awarded pursuant to satisfaction of performance conditions per the terms of Ms. LaVoy's performance-based restricted stock units granted on March 8, 2018.

- (3) Represents restricted stock units that vest in three equal annual installments beginning on March 13, 2020.
- (4) This filing also adds 3,089 shares of Common Stock acquired under the Company's Employee Stock Purchase Program.

- Reported holdings reflect a deduction with respect to previously-reported holdings of 3,432 shares. This deduction relates to
- (5) previously-reported withholding transactions. In the reporting person's prior reporting of these withholding transactions on Form 4, the reporting person inadvertently understated the number of shares that had been withheld.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.