FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	OVAL				
	OMB Number:	3235-0287				
l	Estimated average burd	en				
l	hours per response:	0.5				

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

														-						
Name and Address of Reporting Person*							2. Issuer Name <b>and</b> Ticker or Trading Symbol  Great Lakes Dredge & Dock CORP [ GLDD								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Petterson Lasse</u>						1									X Director			10%	Owner	
(Cons) (Single Asidella)															X	Officer (give title below)		Othe belov	(specify	
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year)								_		50.00	,		• •	
C/O GREAT LAKES DREDGE & DOCK CORP						05/09/2017									CEO					
2122 YORK ROAD, 2ND FL						35, 35, 232														
						4. If Amondment, Date of Original Filed (Month/Day/Veer)								6	6. Individual or Joint/Group Filing (Check Applicable					
(Ctroot)					4. "	4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)					
(Street)	001/ 11														X Form filed by One Reporting Person					
OAK BR	OOK IL	E	60523												Form filed by More than One Reporting					
					-											Pers		e than One Re	porting	
(City)	(St	ate) (	Zip)			1 5.55.1														
		Tabl	o I No	n Doriv	rativo	Sa	ouritio	c A cc	uirod	Dic	posed o	f or	Pone	ficia	dly (	June	.d			
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1. Title of S	Security (Inst	r. 3)		2. Transa	action	Execution Date,			3.									6. Ownership	7. Nature	
				Date (Month/D	Dav/Yea				Transaction   Disposed Of (D) (Instr. 3, 4 5)   8)			3, 4 an	<sup>10</sup>	Securi		Form: Direct (D) or Indirect	of Indirect Beneficial			
				(	,								Owne		d Following	(I) (Instr. 4)	Ownership			
									0-4-	Ţ.,		(A) or		D	Repoi		tea action(s)		(Instr. 4)	
									Code	V	Amount	(D) Pric		Price	(Instr. 3					
Common Stock 05/09/						/2017					130,337	37 <sup>(1)</sup> A		\$	0	190,308		D		
		Ta	hla II - I	Derivat	ivo S	0011	ritios	Λοαμί	ired D	ienc	sed of,	or B	onofi	cially	. Ων	med				
		10									onvertib				y Ovi	viieu				
1. Title of	2.	3. Transaction	4. 5. Number				6. Date Exercisable and 7. Title and					8. Pri	ce of	9. Number o	f 10.	11. Nature				
Derivative	Conversion	Date	3A. Deem Execution		ate, Transact		ion of		Expiration Date Amount			unt of	Der		ative	derivative	Ownership	of Indirect		
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	if any (Month/Day/Ye	av/Vear)	Code (I	Instr.	r. Derivative ( Securities		(Month/Day/Year)			Securities Underlying			Security (Instr. 5)		Securities Beneficially	Form: Direct (D)	Beneficial Ownership	
(111511. 3)	Derivative (Month/Day			ay/Year) 8)		Acquired		Derivative Security (Instr and 4)				(ilisti. 5)		Owned	or Indirect	(Instr. 4)				
Security						(A) or Disposed of (D)									Following Reported	(I) (Instr. 4)				
											anu 4)					Transaction(s)	(s)			
							(Instr. 3, 4										(Instr. 4)			
			-		and 5)		,	<del>                                     </del>			_						1			
													Amo	ount				- 1		
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					Code	v	(A)		Date Exercisa		Expiration Date	Title	of Sha	res				1		
	I				2000	٠,	144	\-'					1 5.14					1	1	

## **Explanation of Responses:**

1. These shares have been granted in accordance with the Company's Long-Term Incentive Plan and Mr. Petterson's employment agreement; and are represented by restricted stock units. These restricted stock units vest in three equal installments beginning on May 9, 2018.

/s/ Kathleen M. LaVoy, by Power of Attorney

05/11/2017

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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 Number.