

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 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

1. Name and Address of Reporting Person* <u>Simonelli David E</u>  (Last) (First) (Middle) <u>C/O GREAT LAKES DREDGE &amp; DOCK CORP.</u> <u>2122 YORK ROAD, 2ND FLOOR</u>  (Street) <u>OAK BROOK IL 60523</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Great Lakes Dredge &amp; Dock CORP [ GLDD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>President - Dredging Division</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/10/2019		M		25,000 <sup>(1)</sup>	A	\$5.33	344,685	D	
Common Stock	12/10/2019		S		16,472	D	\$11.6574 <sup>(2)</sup>	328,213	D	
Common Stock	12/11/2019		M		15,000 <sup>(1)</sup>	A	\$5.33	343,213	D	
Common Stock	12/11/2019		S		10,502	D	\$11.7585 <sup>(3)</sup>	332,711	D	

**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 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: 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	\$5.33	12/10/2019		M		25,000 <sup>(1)</sup>		(4)	06/27/2021	Common Stock	25,000	\$5.33	37,142	D	
Employee Stock Option	\$5.33	12/11/2019		M		15,000 <sup>(1)</sup>		(4)	06/27/2021	Common Stock	15,000	\$5.33	22,142	D	

**Explanation of Responses:**

- Represents an exercise of vested employee stock options granted on June 27, 2011 under the Great Lakes Dredge & Dock Corporation 2007 Long-Term Incentive Plan.
- Represents the weighted average price. These shares were sold in multiple transactions ranging from \$11.63 to \$11.685, inclusive. Upon request by the Commission staff, the issuer or security holder of the issuer, the reporting person will provide information regarding the number of shares disposed of at each separate price.
- Represents the weighted average price. These shares were sold in multiple transactions ranging from \$11.742 to \$11.785, inclusive. Upon request by the Commission staff, the issuer or security holder of the issuer, the reporting person will provide information regarding the number of shares disposed of at each separate price.
- The options vested in three equal annual installments beginning June 27, 2012.

**Remarks:**

/s/Kathleen M. LaVoy, by  
Power of Attorney 12/12/2019

\*\* 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 Number.**