

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Hound Partners, LLC</u> <hr/> (Last) (First) (Middle) <u>101 PARK AVE., 48TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10178</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/27/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>Great Lakes Dredge &amp; Dock CORP [ GLDD ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock \$0.0001 par value	497,751	I	By Hound Partners, LP <sup>(1)</sup>
Common Stock \$0.0001 par value	502,991	I	By Hound Partners Offshore Fund, LP <sup>(2)</sup>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrant (Right to Buy)	(3)	02/17/2009	Common Stock	2,111,939	5	I	By Hound Partners, LP <sup>(1)</sup>
Common Stock Warrant (Right to Buy)	(3)	02/17/2009	Common Stock	2,134,169	5	I	By Hound Partners Offshore Fund, LP <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Hound Partners, LLC</u> <hr/> (Last) (First) (Middle) <u>101 PARK AVE., 48TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10178</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Hound Performance, LLC</u> <hr/> (Last) (First) (Middle) <u>101 PARK AVENUE</u> <u>48TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10178</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>AUERBACH JONATHAN A G</u> <hr/> (Last) (First) (Middle)

215 E 73RD STREET

(Street)

NEW YORK NY 10021

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The securities may be deemed to be beneficially owned by (a) Hound Performance, LLC, the general partner of Hound Partners, LP; (b) Hound Partners, LLC, the investment manager of Hound Partners, LP and (c) Jonathan Auerbach, the managing member of Hound Performance, LLC and Hound Partners, LLC. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 3 except to the extent of his or its pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

2. The securities may be deemed to be beneficially owned by (a) Hound Performance, LLC, the general partner of Hound Partners Offshore Fund, LP; (b) Hound Partners, LLC, the investment manager of Hound Partners Offshore Fund, LP and (c) Jonathan Auerbach, the managing member of Hound Performance, LLC and Hound Partners, LLC. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 3 except to the extent of his or its pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

3. The warrants are exercisable at any time, at the holders' election.

Hound Partners, LLC, By: /s/  
Jonathan Auerbach, Managing 01/08/2007  
Member

Hound Performance, LLC, By:  
/s/ Jonathan Auerbach, 01/08/2007  
Managing Member

/s/ Jonathan Auerbach 01/08/2007

\*\* 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 5 (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.**