

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 26, 2008**

Great Lakes Dredge & Dock Corporation

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or Organization)

001-33225
(Commission File Number)

20-5336063
(I.R.S. Employer
Identification No.)

2122 York Road
Oak Brook, Illinois 60523
(Address of Principal Executive Offices)

(630) 574-3000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On March 26, 2008, Great Lakes Dredge & Dock Corporation (the "Company") expects to make a presentation concerning its business to investors. The materials to be utilized are attached as Exhibit 99.1 to this report.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Presentation Materials.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 26, 2008

By: /s/ Deborah A. Wensel
Name: Deborah A. Wensel
Title: Senior Vice President
and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Presentation Materials.



Investor Meetings



March 2008

Safe Harbor

This presentation may contain "forward-looking" statements as defined in Section 27A of the Securities Act of 1933 (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"), the Private Securities Litigation Reform Act of 1995 (the "PSLRA") or in releases made by the Securities and Exchange Commission ("SEC"), all as may be amended from time to time. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Great Lakes and its subsidiaries, or industry results, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements that are not historical fact are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language, such as the words "plan," "believe," "expect," "anticipate," "intend," "estimate," "project," "may," "will," "would," "could," "should," "seeks," or "scheduled to," or other similar words, or the negative of these terms or other variations of these terms or comparable language, or by discussion of strategy or intentions. These cautionary statements are being made pursuant to the Securities Act, the Exchange Act and the PSLRA with the intention of obtaining the benefits of the "safe harbor" provisions of such laws. Great Lakes cautions investors that any forward-looking statements made by Great Lakes are not guarantees or indicative of future performance. Important assumptions and other important factors that could cause actual results to differ materially from those forward-looking statements with respect to Great Lakes, include, but are not limited to, risks associated with Great Lakes' substantial leverage, fixed price contracts, dependence on government contracts and funding, bonding requirements and obligations, international operations, government regulation, restrictive debt covenants and fluctuations in quarterly operations, and those factors, risks and uncertainties that are described in Item 1A of its Annual Report on Form 10-K for the year ended December 31, 2007, and in securities filings by Great Lakes with the SEC. Although Great Lakes believes that its plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, actual results could differ materially from a projection or assumption in any forward-looking statements. Great Lakes' future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The forward-looking statements contained in this presentation are made only as of the date hereof and Great Lakes does not have or undertake any obligation to update or revise any forward-looking statements whether as a result of new information, subsequent events or otherwise, unless otherwise required by law.



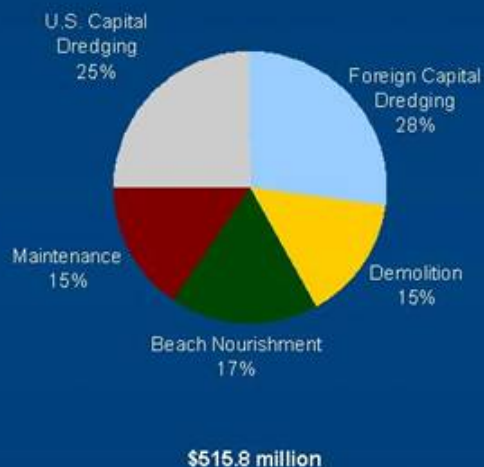
Business Overview

Douglas Mackie
President & CEO

Great Lakes Dredge & Dock

- Largest provider of dredging, land reclamation and shore replenishment services in the U.S.
- 117 year operating history
- Largest and most diverse U.S. dredging fleet, comprised of over 220 specialized vessels
- Only U.S. dredge operator with significant foreign presence, currently 8 dredges and 28 supporting fleet vessels deployed overseas, with 4 more dredges and support fleet set to begin work in Q2 2008
- 2007 Revenue: \$515.8 million
- 2007 EBITDA: \$57.5 million

2007 REVENUE BREAKDOWN



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Dredging Overview

Types of Dredging

- *Capital* – deepening of ports, land reclamation, and excavation of underwater trenches
- *Beach Nourishment* – creating and rebuilding of beaches
- *Maintenance* – maintaining depth of shipping channels

Customers

- Army Corps of Engineers is the largest user of dredging services
- State and local government entities
- Private entities (e.g., oil companies, utilities)
- Foreign governments



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Key Investment Considerations

- Well Positioned to Capitalize on Attractive Industry Fundamentals
- Leader in a Federally Protected Domestic Market
- Largest, Most Diverse Fleet in the U.S.
- History of Successful Growth Through Equipment Acquisitions and Resulting Capacity Consolidation
- Established International Capabilities, With a Substantial Presence in the Middle East
- Experienced, Proven Management Team
- Flexible Capital Structure and Strong Financial Performance





Attractive Industry Fundamentals

Favorable Competitive Dynamics

- The U.S. domestic dredging market is protected from international competition
 - Foreign Dredge Act of 1906 (the "Dredging Act") and the Merchant Marine Act of 1920 (the "Jones Act") effectively prohibit foreign dredges and foreign-owned dredging companies from operating in the U.S.
- New dredges are expensive and require long construction lead times
- Strict job bonding and regulatory certification requirements
- Dredging projects are growing increasingly complex, which enhances the need for specialized equipment
- Major competitor recently exited the U.S. market



Domestic Dredging Industry Demand Drivers

Demand Drivers

Capital

- U.S. ports 5' – 10' shallower vs. foreign ports
- Port expansion required to support larger, deeper draft ships (even more important with expansion of Panama Canal)
- Water Resources Development Act “(WRDA)”
- Long-term funding for wetland and coastal marshes
- LNG terminal development and other port development

Five Year Average Bid Market Size: \$230 million



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Domestic Dredging Industry Demand Drivers

Demand Drivers

Beach Nourishment

- Storm activity
- Growing population in coastal communities
- Importance of beach assets to the local tourism industry
- Increasing state & local funding

Five Year Average Bid Market Size: \$155 million



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Domestic Dredging Industry Demand Drivers

Demand Drivers

Maintenance

- Port capacity currently operating at only 45% vs. goal of 95%
- Potential incremental funding source from Harbor Trust Fund
- Naturally occurring silt build-up and volatile weather
- New capital projects increase need for ongoing maintenance
- Waterways need to be maintained to ensure navigability

Five Year Average Bid Market Size: \$255 million



Substantial Incremental Funding Source Possible From Harbor Maintenance Trust Fund

- Harbor Maintenance Trust Fund (“HMTF”) was established by Congress in 1986 to fund maintenance expenditures for domestic harbors and channels
- Of the \$1.2 billion in annual collections through a tax primarily on imports, only about \$700 million is being spent annually
- Trust currently has a balance of \$3.2 billion in unspent funds^(a)
- Increasing pressure to release funds as needed maintenance has gone unperformed

“Congress must appropriate the full balance in HMTF to pay for critically needed port and harbor improvements.

The huge investment gap in our port and harbor infrastructure can be overcome by spending down the annual HMTF balances for the purposes the monies were intended...”

- American Society of Civil Engineers, 2006^(b)

\$3.2 billion of funding potentially available for necessary port and harbor maintenance work

(a) As of March 31st, 2007
(b) Statement before the Subcommittee on Energy and Water Development on the budget for the U.S. Army Corps of Engineers for the fiscal year 2006



The Middle East Represents Substantial Market Opportunities

International

- Middle East is the most dynamic market for dredging services
- Dramatic current and planned infrastructure expansion resulting from substantial oil revenue
- Total anticipated Middle East dredging market size of \$8 - \$10 billion over the next 2 to 7 years
- International projects tend to be larger and have a longer duration vs. domestic projects
 - > Increased revenue visibility and fleet utilization





Company Fundamentals

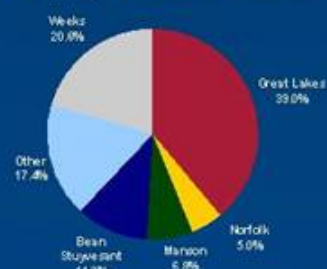
Leading U.S. Market Position

- Proprietary system with historical data for bidding and estimating projects
- Technical expertise and ability to meet increasingly stringent environmental regulations and job complexity
- Fleet capacity to compete for multiple projects across domestic market sectors and internationally
- Exit of significant U.S. competitor (Bean)

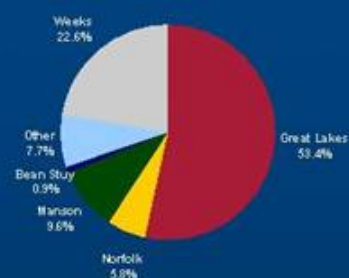
FIVE YEAR AVERAGE BID MARKET SHARE^(a)

2003 – 2007

Total Average Bid Market: \$642MM



2007 BID MARKET SHARE



(a) Based on Great Lakes' total available U.S. bid market, where the Company did bid or would have bid if not for capacity constraints.



Large and Flexible Fleet in U.S. and Middle East Markets

Hydraulic Dredges



- 11 Vessels (5 domestic, 6 Middle East)
- Only large electric cutterhead available in the U.S. for environmentally sensitive regions requiring lower emissions

Hopper Dredges



- 10 Vessels (4 domestic, 6 Middle East)
- Highly mobile, with the ability to operate in rough waters
- Little interference with other ship traffic

Mechanical Dredges



- 5 Vessels (all domestic)
- Operates one of two environmentally friendly electric clamshell dredges in the U.S.
- Maneuverability in tight areas such as docks and terminals

- 25 material transportation barges and 169 other specialized support vessels

Estimated fleet replacement cost in excess of \$1.5 billion in current market



Great Lakes has Significant Middle East Dredging Experience

- Since 2003, Great Lakes has contracted eight projects with estimated revenue of \$285 million
- 8 dredges and 28 supporting fleet positioned in the Middle East, with 4 more dredges and support fleet set to begin work in second quarter



Financial Overview

Deborah Wensel
Senior VP and CFO

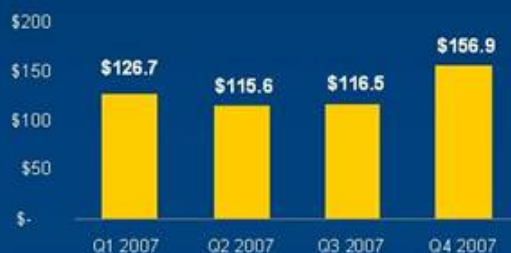
Financial Performance

(\$ in millions)

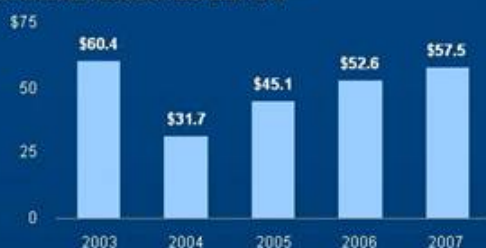
ANNUAL REVENUE



QUARTERLY REVENUE



ANNUAL ADJUSTED EBITDA ^(a)



QUARTERLY ADJUSTED EBITDA



(a) EBITDA represents net income (loss), adjusted for net interest expense, income taxes, depreciation and amortization expense. 2005 results exclude non-cash write down of goodwill and intangibles of \$5.7 million and 2003 results exclude sale-related operating expenses of \$10.6 million.



Customer Concentration & EBITDA

(\$ in millions)

ANNUAL REVENUE BY CUSTOMER



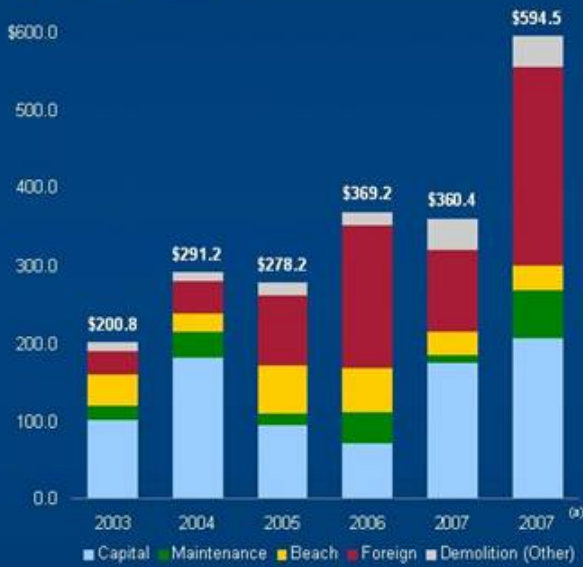
ANNUAL EBITDA BY SEGMENT



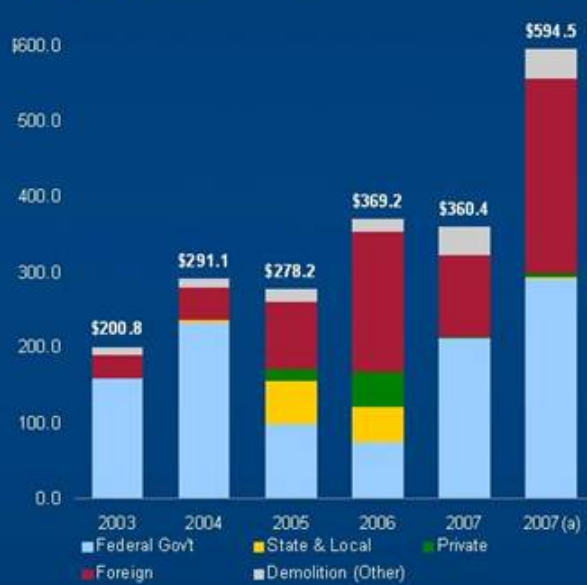
Backlog

(\$ in millions)

BACKLOG BY SEGMENT



BACKLOG BY CUSTOMER



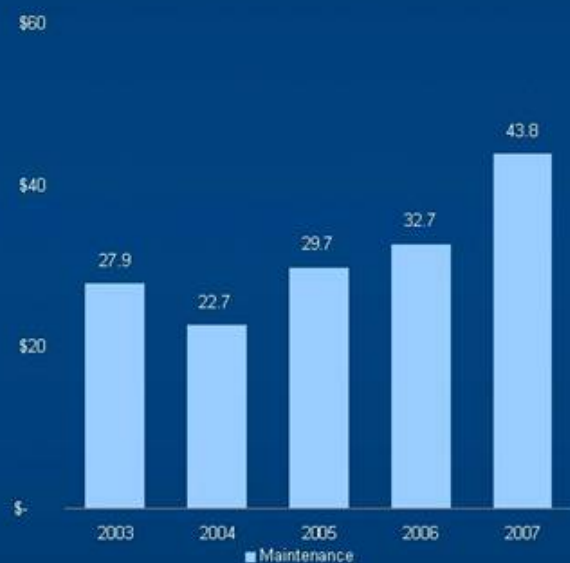
(a) Backlog includes pending awards: Diyar land reclamation for \$150 million and domestic projects for \$84 million.



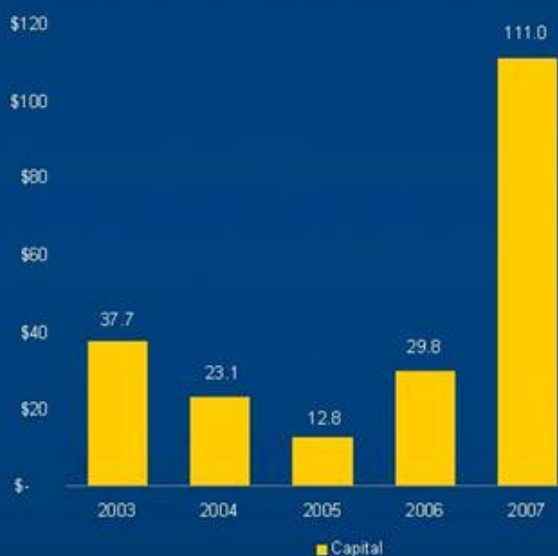
Maintenance Expense and Capital Spending

(\$ in millions)

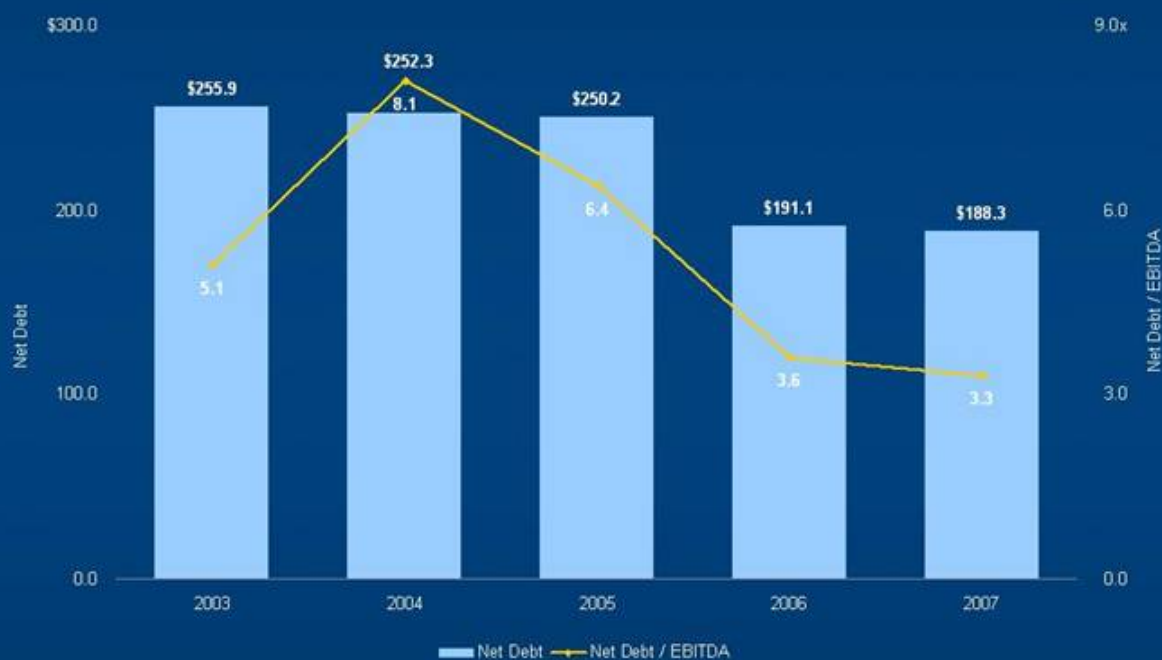
ANNUAL MAINTENANCE EXPENSE



ANNUAL CAPITAL SPENDING



Significantly Improved Financial Flexibility



Key Investment Considerations

- Well Positioned to Capitalize on Attractive Industry Fundamentals
- Leader in a Federally Protected Domestic Market
- Largest, Most Diverse Fleet in the U.S.
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