FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Weiss Jason					Great Lakes Dredge & Dock CORP [GLDD]								(Check all applicable) X Director Officer (give title			10% Owner Other (specify		
(Last) (First) (Middle) GREAT LAKES DREDGE & DOCK CORPORATION					3. Date of Earliest Transaction (Month/Day/Year) 05/20/2008								w)	uue	belo			
2122 YORK ROAD				4.	If Amend	led (Month/Da		6. Individual or Joint/Group Filing (Check Applicable Line)										
(Street) OAK BR	AK BROOK IL 60523			_									X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(St		(Zip)															
1 Title of S	Security (Inst		le I - Non-De		2A. De		quire 3.	ed, D	1			5. Amoun		6. Owne	ership 7	Nature of		
1. Title of Security (Instr. 3)			Date			tion Date, n/Day/Year)	on Date, Transaction Code (Instr.					Securities Beneficially Owned Follov Reported		Form: (D) or I	Direct Ir ndirect B r. 4) 0	Indirect Beneficial Ownership (Instr. 4)		
							Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 au				150. 4)		
Common	Stock		05/2	0/2008			A		1,386	A	\$0.00	1,3	86	Ι)			
Common	Stock											475,	884	I		ason G. Veiss evocable rust dated august 2,		
Common	Stock											584,	466	I	S b C F	common tock Held y JGW crantor etained ennuity crust 2006		
Common	Stock											92,1	.50	I	S b F d	fommon tock Held y Weiss amily Trust ated August , 2000		
Common	Stock											52,0	000	I	S b P E	fommon tock Held y Terrapin artners mployee artnership ⁽¹⁾		
Common Stock											400		I		Common stock held by various family trusts and IRAs			
		Ta	able II - Deri (e.g.						posed of, convertib				l					
Derivative Conversion Date Exe Security Or Exercise (Month/Day/Year) if ar		3A. Deemed Execution Date if any (Month/Day/Yea	4. Trans	saction e (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Dat		rcisable and Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Num derivati Securit Benefic Owned Followi Reporte Transac (Instr. 4	ive ies sially ng ed ction(s)	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)			

		Та	ble II - Deriva (e.g., p					ired, Disp options,	convertib						
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed Execution Date,	C ode Transa		6A)Nu	m (15x) r	ExpertisEblero		7itTetle	aSolodares	8. Price of	9. Number of derivative	10. Ownership	11. Nature
ESecularitation	of Respisas	efMonth/Day/Year)	if any (Month/Day/Year) such partnership, and ry interest therein.	Code (Instr.	Deriv Secu	ative rities lanager	(Month/Day/\	(ear)	Securi	ties	Security (Instr. 5)	Securities Beneficially ership of the secur	Form: Direct (D) ities held by T or Indirect	Beneficial Ownership (Instr. 4)
Partners LLC	Security the o	extent of his pecunia	ry interest therein.			of (D) (Instr	osed) :. 3, 4		<u>/s/</u>	Jason	G. Weiss	ting Person	Following Rer 05/22/200 Tra (Instrate)	(I) (Instr. 4)	(1150.4)
1	l ·	ľ	class of securities				lirectly	or indirectly.							
1			g person, see Insti												
1			facts constitute Fed hich must be manu								` '				
Persons wh	o respond to	the collection of	information conta	ined in	this fo	rm ar	e not r	equired to re	spond unle	ss the f	or ·	ys a currer	tly valid OMB I	lumber.	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares				