

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

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

1. Name and Address of Reporting Person* <u>Levenson Ryan</u> (Last) (First) (Middle) <u>C/O GREAT LAKES DREDGE & DOCK CORP.,</u> <u>2122 YORK ROAD, SECOND FLOOR</u> (Street) <u>OAK BROOK IL 60523</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Great Lakes Dredge & Dock CORP [GLDD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/04/2019</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	03/04/2019		S		115,092	D	\$8.5558 ⁽¹⁾	1,406,533	I	By Privet Fund LP ⁽²⁾
Common Stock	03/05/2019		S		89,534	D	\$8.393 ⁽³⁾	1,316,999	I	By Privet Fund LP ⁽²⁾
Common Stock	03/06/2019		S		295,374	D	\$8.2902 ⁽⁴⁾	1,021,625	I	By Privet Fund LP ⁽²⁾
Common Stock								148,500	I	By Managed Account of Privet Fund Management LLC ⁽⁵⁾
Common Stock								35,816	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					
Deferred Stock Units	(6)							(7)	(7)	Common	30,404 ⁽⁸⁾	30,404	D	

Explanation of Responses:

- Represents the weighted average price. These shares were sold in multiple transactions ranging from \$8.48 to \$8.72, 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 shares owned directly by Privet Fund LP ("Privet Fund"). Mr. Levenson, solely by virtue of his position as the managing member of Privet Fund Management LLC ("Privet Fund Management"), the general partner and investment manager of Privet Fund, may be deemed to beneficially own the shares owned directly by Privet Fund for purposes of Section 16. Mr. Levenson disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Represents the weighted average price. These shares were sold in multiple transactions ranging from \$8.33 to \$8.54, 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 \$8.20 to \$8.33, 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 shares held in an account separately managed by Privet Fund Management (the "Privet Fund Account"). Mr. Levenson, solely by virtue of his position as the managing member of Privet Fund Management, the investment manager of the Privet Fund Account, may be deemed to beneficially own the shares held in the Privet Fund Account for purposes of Section 16. Mr. Levenson expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Deferred Stock Units ("DSUs") granted September 28, 2018 and deferred pursuant to the Company's Director Deferral Plan. The DSUs will be payable in common stock on a 1-for-1 basis on the date upon which Mr. Levenson's board service ends.
- Not Applicable.
- No transaction is being reported at this time. This line is only reporting holdings as of the date hereof.

Remarks:

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

03/06/2019

** 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.