

**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): February 7, 2007

**Great Lakes Dredge & Dock Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of Incorporation or Organization)

**333-136861**  
(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))

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**Item 5.02 — Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On February 7, 2007 the Compensation Committee of Great Lakes Dredge & Dock Corporation (the "Company") agreed to the payment of cash bonuses totaling approximately \$2,325,000 to certain members of management on the basis of the Company's financial results for 2006. Included within this amount is \$1,389,000 to be paid to the Company's named executive officers. These bonuses were paid under the Annual Cash Bonus Plan upon determination that the performance criteria for paying bonuses were met. Two non-recurring expenses incurred in 2006 were adjusted in calculating the performance criteria.

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**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.

GREAT LAKES DREDGE & DOCK CORPORATION

/s/ Deborah A. Wensel  
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Deborah A. Wensel  
Senior Vice President  
and Chief Financial Officer

Date: February 12, 2007

