SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 but	rden									
hours per response:	0.5									

	ss of Reporting Perso	on*	2. Issuer Name and Ticker or Trading Symbol Great Lakes Dredge & Dock CORP [GLDD	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Weiss Jason</u>				X	Director	10% Owner		
(Last)	(First)	(Middle)			Officer (give title below)	Other (specify below)		
GREAT LAKES	S DREDGE & DO N	CK	3. Date of Earliest Transaction (Month/Day/Year) 06/04/2008					
2122 YORK ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)				X	Form filed by One Repo	orting Person		
OAK BROOK	IL	60523			Form filed by More than Person	One Reporting		
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	(Month/Day/Year) if any C		3. Transa Code (8)	ction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	Code V Amount		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock								1,386	D		
Common Stock								475,884	I	Jason G. Weiss Revocable Trust dated August 2, 2000	
Common Stock								584,466	I	Common Stock Held by JGW Grantor Retained Annuity Trust 2006	
Common Stock								92,150	I	Common Stock Held by Weiss Family Trust dated Augus 7, 2000	
Common Stock	06/04/2008		J(1)		52,000	D	\$0.00	0	I	Common Stock Held by Terrapin Partners Employee Partnership ⁽²	
Common Stock								400	I	Common stock held by various family trusts and IRAs	

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)

		Ta	ble II - Deriva (e.g., p					options,	convertib						
1. Title of	2. Conversion	3. Transaction	3A. Deemed Execution Date.	C ode Transa	V	€A)Nu	m (100;) r	Date ExDectisEblero Expiration Do		7itītētle Amour	aSSModares	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
Beclanation	of Elespises	e(Month/Day/Year)	if any	Code (Deriv		(Month/Day/		Securi	ties	Security	Securities	Form:	Beneficial
1. Pro rata dis	stribution of sh	ares to Terrapin Partr	(Month/Day/Year) hers LLC employees.	' 8)		' Secui . Acau		•		' Underl . Deriva		' (Instr. 5)	Beneficially Owned	Direct (D)	Ownership (Instr. 4)
			such partnership, an	d Mr. W				of Terrapin Pa	rtners LLC. M						
Partners LLC	, except to the	extent of his pecunia	ry interest therein.			Dispo				and 4)		_	Reported	_	_
						of (D) (Instr			/s/	Jason	Weiss		Transaction(s) (Ins <mark>06/09/200</mark>		
						and 5						ting Person	· · · · · · · · · · · · · · · · · · ·	Ī	
Reminder: F	eport on a se	parate line for each	class of securities	benefic	cially ov	vned d	irectly	or indirectly.							
* If the form	is filed by mo	re than one reportir	g person, see Insti	uction 4	4 (b)(v)										
** Intentiona	l misstatemer	ts or omissions of	acts constitute Fed	leral Cri	iminal \	liolatio	ns See	18 U.S.C. 10	01 and 15 L	S.C. 7	ßff(a)	1			
Note: File th	ree copies of	this Form, one of w	hich must be manu	ally sig	ned. If	space	is insu	fficient, see Ir	struction 6 fo	r proce	Amount				
			information conta									ays a currer	tly valid OMB I	umber.	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	of Shares				