

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

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|--|---|---|
| 1. Name and Address of Reporting Person* <u>LaVoy Kathleen Mackie</u> (Last) (First) (Middle) <u>C/O GREAT LAKES DREDGE & DOCK CORP</u> <u>2122 YORK ROAD</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP & Chief Legal Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2019</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 | 03/08/2019 | | A | | 28,745 | A | (1) | 124,668 | D | |
| Common Stock | 03/08/2019 | | A | | 6,485 | A | (2) | 131,153 | D | |
| Common Stock | 03/08/2019 | | F | | 8,924 | D | \$8.3 | 122,229 | D | |
| Common Stock | 03/09/2019 | | F | | 2,726 | D | \$8.3 | 119,503 | D | |
| Common Stock | 03/13/2019 | | D | | 5,409 | D | \$8.19 | 114,094 | D | |
| Common Stock | 03/13/2019 | | A | | 11,333 ⁽³⁾ | A | \$8.24 | 125,084 ⁽⁴⁾⁽⁵⁾ | 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 | | | | | |

Explanation of Responses:

- Represents restricted stock units awarded pursuant to satisfaction of performance conditions per the terms of the Special Incentive Program granted on March 8, 2018. These units vest on December 31, 2019.
- Represents shares awarded pursuant to satisfaction of performance conditions per the terms of Ms. LaVoy's performance-based restricted stock units granted on March 8, 2018.
- Represents restricted stock units that vest in three equal annual installments beginning on March 13, 2020.
- This filing also adds 3,089 shares of Common Stock acquired under the Company's Employee Stock Purchase Program.
- Reported holdings reflect a deduction with respect to previously-reported holdings of 3,432 shares. This deduction relates to previously-reported withholding transactions. In the reporting person's prior reporting of these withholding transactions on Form 4, the reporting person inadvertently understated the number of shares that had been withheld.

Remarks:

/s/Kathleen M. LaVoy 03/15/2019
 ** 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.