

**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): **September 21, 2007**

**Great Lakes Dredge & Dock Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
Incorporation or Organization)

**001-33225**

(Commission File Number)

**20-5336063**

(I.R.S. Employer  
Identification No.)

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**2122 York Road**

**Oak Brook, Illinois 60523**

(Address of Principal Executive Offices)

**(630) 574-3000**

(Registrant's telephone number, including area code)

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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 8.01 — Other Events**

On September 21, 2007 the Company announced its Annual Meeting of Stockholders, to be held on November 7, 2007 at 10:00 A.M. at the Doubletree Hotel, 1909 Spring Road, Oak Brook, Illinois 60523. The record date for the determination of stockholders entitled to vote at the Annual Meeting is September 28, 2007.

Any stockholder wishing to present a proposal to be included in the proxy statement for the 2007 Annual Meeting of Stockholders must submit such proposal in writing to the attention of Ms. Deborah A. Wensel at 2122 York Road, Oak Brook, Illinois 60523, and must set forth certain information with respect to the stockholder who intends to bring such matter before the meeting and the business desired to be conducted, as set forth in greater detail in the Company's By-laws. Such stockholder proposals must be received no later than the close of business on October 1, 2007. Submitting a stockholder proposal does not guarantee that we will include it in our proxy statement.

The matters to be discussed at the 2007 Annual Meeting of Stockholders are described in more detail in the press release regarding the same, furnished as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01 — Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is furnished herewith:

99.1 Press Release of Great Lakes Dredge & Dock Corporation dated September 21, 2007 announcing its Annual Meeting of Stockholders.

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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

Date: September 21, 2007

/s/ Deborah A. Wensel

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Deborah A. Wensel  
Senior Vice President  
and Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit  
Number

99.1 Press Release of Great Lakes Dredge & Dock Corporation dated September 21, 2007 announcing its Annual Meeting of Stockholders.

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**News from Great Lakes Dredge & Dock Corporation**

**For further information contact:  
Deborah A. Wensel, Chief Financial Officer  
630-574-3772**

**GREAT LAKES DREDGE & DOCK CORPORATION ANNOUNCES DATE FOR ANNUAL STOCK HOLDERS MEETING**

Oak Brook, Illinois — September 21, 2007 — Great Lakes Dredge & Dock Corporation (NASDAQ:GLDD) - the largest provider of dredging services in the United States and a major provider of commercial and industrial demolition services, today announced its Annual Meeting of Stockholders, to be held on November 7, 2007 at 10:00 A.M. at the Doubletree Hotel, 1909 Spring Road, Oak Brook, Illinois 60523 for the following purpose:

1. To elect two directors to serve for three-year terms or until their respective successors are elected and qualified;
2. To approve the Great Lakes Dredge & Dock Corporation 2007 Long-Term Incentive Plan; and
3. To transact such other business as may properly come before the meeting or any adjournments thereof.

The record date for the determination of stockholders entitled to vote at the Annual Meeting is September 28, 2007.

Great Lakes Dredge & Dock Corporation is the largest provider of dredging services in the United States and the only U.S. dredging company with significant international operations, averaging 18% of its dredging revenues over the last three years. Great Lakes also owns an 85% interest in North American Site Developers, Inc., one of the largest U.S. providers of commercial and industrial demolition services. Additionally, the Company owns a 50% interest in a marine sand mining operation in New Jersey which supplies sand and aggregate used for road and building construction. Great Lakes has a 117-year history of never failing to complete a marine project and owns the largest and most diverse fleet in the industry, comprising over 180 specialized vessels.

The matters discussed in this news release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Certain forward-looking

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statements can be identified by the use of forward-looking terminology, such as 'believes', 'expects', 'may', 'will', 'could', 'should', 'seeks', 'approximately', 'intends', 'plans', 'estimates', or 'anticipates', or the negative thereof or other comparable terminology, or by discussions of strategy, plans or intentions. In particular, any statements, express or implied, concerning future operating results or ability to generate revenues, income or cash flow to service debt are forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected. These include risks associated with Great Lakes' substantial leverage, fixed price contracts, dependence on government contracts and funding, bonding requirements and obligations, international operations, government regulation, restrictive debt covenants and fluctuations in quarterly operations. In light of these and other uncertainties, the inclusion of forward-looking statements in this news release should not be regarded as a representation by Great Lakes that Great Lakes' plans and objectives will be achieved. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Great Lakes assumes no obligation to update information contained in this news release.

(GLDD-G)

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