

Great Lakes Dredge & Dock CORP
 Form 4
 March 10, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Marinko Mark W.

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)

(Last) (First) (Middle)
 GREAT LAKES DREDGE &
 DOCK CORPORATION,, 2122
 YORK ROAD

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/08/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Interim CEO, SVP & CFO

(Street)
 OAK BROOK, IL 60523

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	03/08/2017		A	(A) or (D) A	Amount 35,651 (1) Price \$ 0	77,501 (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Great Lakes Dredge & Dock CORP - Form 4

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships								
Marinko Mark W. GREAT LAKES DREDGE & DOCK CORPORATION, 2122 YORK ROAD OAK BROOK, IL 60523	<table style="width: 100%; border: none;"> <tr> <td style="width: 25%;">Director</td> <td style="width: 25%;">10% Owner</td> <td style="width: 25%;">Officer</td> <td style="width: 25%;">Other</td> </tr> <tr> <td colspan="3"></td> <td style="text-align: center;">Interim CEO, SVP & CFO</td> </tr> </table>	Director	10% Owner	Officer	Other				Interim CEO, SVP & CFO
Director	10% Owner	Officer	Other						
			Interim CEO, SVP & CFO						

Signatures

/s/ Mark W. 03/10/2017
 Marinko

**Signature of Date
 Reporting Person

Explanation of Responses:

- * 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).
- (1) These shares are represented by restricted stock units. The restricted stock units vest in three equal annual installments beginning on March 8, 2018.
- (2) The filing also adds 3,452 shares of Common Stock acquired under the Company's Employee Stock Purchase Plan ("ESPP"). Under the ESPP, 2,163 shares were acquired on or about 8/31/2016 at a transaction price of \$2.96 per share and 1,289 shares were acquired on or about 2/28/2017 at a transaction price of \$3.27. The total subtracts 1,757 shares withheld for payment of taxes on shares recently distributed upon vesting.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.