

Weiss Jason
Form 4
June 08, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Weiss Jason

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

GREAT LAKES DREDGE & DOCK CORPORATION, 2122 YORK ROAD

(Street)

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

OAK BROOK, IL 60523

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 19,661 | D | |
| Common Stock | 06/04/2010 | | S | | 50,000 ⁽¹⁾ | D | \$ 6.31 ⁽²⁾ |
| Common Stock | 06/04/2010 | | S | | 50,000 ⁽¹⁾ | D | \$ 6.31 |
| | | | | | | I | Jason G. Weiss Revocable Trust dated August 2, 2000 |
| | | | | | | I | Weiss Family |

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| | | | | | | | | | (2) |
|--------------|------------|---|--------------|---|----------------|---------|---|--|---|
| | | | | | | | | | Trust dated August 7, 2000 |
| Common Stock | 06/07/2010 | S | 8,500 (1) | D | \$ 6.17 (3) | 803,431 | I | | Jason G. Weiss Revocable Trust dated August 2, 2000 |
| Common Stock | 06/07/2010 | S | 8,500 (1) | D | \$ 6.17 (3) | 136,869 | I | | Weiss Family Trust dated August 7, 2000 |
| Common Stock | 06/08/2010 | S | 2,750 (1) | D | \$ 6.02 (4) | 803,431 | I | | Jason G. Weiss Revocable Trust dated August 2, 2000 |
| Common Stock | 06/08/2010 | S | 2,750 (1) | D | \$ 6.02 (4) | 136,869 | I | | Weiss Family Trust dated August 7, 2000 |
| Common Stock | | | | | | 100 | I | | Common Stock owned by the wife of Mr. Weiss |

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)

| 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) | 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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|

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(Instr. 3,
4, and 5)

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
| | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Weiss Jason GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAK BROOK, IL 60523 | X | | | |

Signatures

/s/ Kathleen M. LaVoy, by power
of atty 06/08/2010

__Signature of Reporting Person

Date

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) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Weiss on February 25, 2010.
- (2) Represents weighted average sale price. The sale price range is \$6.05 to 6.51. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (3) Represents weighted average sale price. The sale price range is \$6.00 to 6.33. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (4) Represents weighted average sale price. The sale price range is \$6.00 to 6.21. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

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.