

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Simonelli David E</u> (Last) (First) (Middle) <u>C/O GREAT LAKES DREDGE & DOCK CORP.</u> <u>2122 YORK ROAD, 2ND FLOOR</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>President - Dredging Division</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		64,677	A	(1)	324,621	D	
Common Stock	03/08/2019		A		14,591	A	(2)	339,212	D	
Common Stock	03/08/2019		F		20,007	D	\$8.3	319,205	D	
Common Stock	03/11/2019		F		2,933	D	\$8.3	316,272	D	
Common Stock	03/13/2019		S		10,000	D	\$8.23	306,272	D	
Common Stock	03/13/2019		A		25,500 ⁽³⁾	A	\$8.24	331,772	D	
Common Stock	03/14/2019		S		12,500	D	\$8.15 ⁽⁴⁾	324,393 ⁽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:

1. 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.
2. Represents shares awarded pursuant to satisfaction of performance conditions per the terms of Mr. Simonelli's performance-based restricted stock units granted on March 8, 2018.
3. Represents restricted stock units that vest in three equal annual installments beginning on March 13, 2020.
4. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.12 to \$8.17, inclusive. The reporting person undertakes to provide to Great Lakes Dredge & Dock Corporation, any security holder of Great Lakes Dredge & Dock Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
5. This filing also adds 5,121 shares of Common Stock acquired under the Company's Employee Stock Purchase Program.

Remarks:

/s/Kathleen M. LaVoy, by 03/15/2019
Power of Attorney

** 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.