

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HANSON WILLIAM H</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. Date of Event Requiring Statement (Month/Day/Year) <u>03/12/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Great Lakes Dredge & Dock CORP [GLDD]</u>	
		4. 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, Gov't Relations & Bus Dev</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	38,197 ⁽¹⁾	D	
Common Stock	2,630	I	Common Stock owned by the wife of Mr. Hanson

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(2)	05/27/2020	Common Stock	2,461	5.7	D	
Employee Stock Option (right to buy)	(3)	06/27/2021	Common Stock	2,631	5.33	D	
Employee Stock Option (right to buy)	(4)	06/06/2022	Common Stock	1,890	6.45	D	
Employee Stock Option (right to buy)	(5)	05/07/2023	Common Stock	1,945	7.56	D	
Employee Stock Option (right to buy)	(6)	05/09/2024	Common Stock	2,145	7.62	D	

Explanation of Responses:

1. Of these shares, 12,589 are represented by restricted stock units (1,910 shares vest on March 8, 2021; 3,894 shares vest in two equal annual installments beginning on March 13, 2021; and 6,785 shares vest in three equal annual installments beginning on March 12, 2021). In addition, 5,730 of these shares are represented by performance-based restricted stock units. The performance conditions were satisfied and the shares vest on December 31, 2020, subject to the executive's continued employment.

2. One-third of the options became exercisable on 05/27/2011, one-third became exercisable on 05/27/2012 and one-third became exercisable on 05/27/2013.

3. One-third of the options became exercisable on 06/27/2012, one-third became exercisable on 06/27/2013 and one-third became exercisable on 06/27/2014.

4. One-third of the options became exercisable on 06/06/2013, one-third became exercisable on 06/06/2014 and one-third became exercisable on 06/06/2015.

5. One-third of the options became exercisable on 05/07/2014, one-third became exercisable on 05/07/2015 and one-third became exercisable on 05/07/2016.

6. One-third of the options became exercisable on 05/09/2015, one-third became exercisable on 05/09/2016 and one-third became exercisable on 05/09/2017.

Remarks:

/s/Kathleen M. LaVoy, by 04/02/2020

[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 5 (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.

POWER OF ATTORNEY

Known by all these present, that the undersigned hereby constitutes and appoints each of Kathleen M. LaVoy and Katherine M. O'Halloran, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer and/or director of Great Lake Dredge & Dock Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company, including, without limitation, Form 144, in accordance with Rule 144 under the Securities Act of 1933;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or Rule 144 under the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 and Form 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of March, 2020.

William H. Hanson
Print Name

/s/William H. Hanson
Signature