

**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                                 |           |
|--|-----------|
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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Leight Nathan</u><br><br>(Last) (First) (Middle)<br>GREAT LAKES DREDGE & DOCK CORPORATION<br>2122 YORK ROAD<br><br>(Street)<br>OAK BROOK IL 60523<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br>Great Lakes Dredge & Dock CORP [ GLDD ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/31/2012                         |   |
|  | 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                    | 12/31/2012                           |  | J <sup>(1)</sup>               |   | 1,621,135   | D          | \$8.93 | 12,931  | D  |   |
| Common Stock                    | 12/31/2012                           |  | A                              |   | 9,168   | A          | \$0    | 12,931  | D  |   |
| Common Stock                    | 12/31/2012                           |  | J <sup>(2)</sup>               |   | 1,621,135   | A          | \$8.93 | 1,621,135   | I  | Common Stock held by Leight Family 2012 Irrevocable Trust |
| Common Stock                    |                                      |  |                                |   |   |            |        | 367,250 <sup>(3)</sup>  | I  | Common Stock held by Apple Orange LLC                     |
| Common Stock                    |                                      |  |                                |   |   |            |        | 4,000 <sup>(4)</sup>  | I  | Common Stock held in custody for children                 |

**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 the sale by the reporting person of all of the outstanding equity interests of Doberdor LLC ("Doberdor") a limited liability company of which the reporting person is the sole member, that holds 1,621,135 shares of common stock of the Issuer. Mr. Leight transferred these shares to Doberdor in a transaction exempt from reporting under Rule 16a-13.
2. Represents the acquisition of the outstanding equity interests of Doberdor by the Leight Family 2012 Irrevocable Trust.
3. The Leight Family Irrevocable Trust transferred these shares to Apple Orange LLC in a transaction exempt from reporting under Rule 16a-13.
4. 1000 shares of common stock of the Issuer are owned by Bruce Leight UGMA (Mr. Leight's son is the beneficiary), 1000 shares are owned by Jennifer Leight UGMA (Mr. Leight's daughter is the beneficiary), 1000 shares are owned by Keith Leight UGMA (Mr. Leight's son is the beneficiary), and 1000 shares are owned by Lillianne Leight UGMA (Mr. Leight's daughter is the beneficiary). Mr. Leight serves as custodian for these accounts.

/s/ Nathan Leight

01/03/2013

\*\* 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.**

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