

**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>Hayes Katherine M</u>  (Last) (First) (Middle) <u>C/O GREAT LAKES DREDGE &amp; DOCK CORP.</u> <u>2122 YORK ROAD</u>  (Street) <u>OAK BROOK IL 60523</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/24/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>Great Lakes Dredge &amp; 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) _____ <p style="text-align: center;"><u>Interim CFO</u></p>	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 <input type="checkbox"/> 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)
<u>Common Stock</u>	<u>9,234<sup>(1)</sup></u>	<u>D</u>	

**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				
<u>Employee stock option (right to buy)</u>	<u>(2)</u>	<u>05/20/2018</u>	<u>Common Stock</u> 3,811	<u>5.41</u>	<u>D</u>	
<u>Employee stock option (right to buy)</u>	<u>(3)</u>	<u>05/13/2019</u>	<u>Common Stock</u> 3,659	<u>3.82</u>	<u>D</u>	
<u>Employee stock option (right to buy)</u>	<u>(4)</u>	<u>05/27/2020</u>	<u>Common Stock</u> 4,065	<u>5.7</u>	<u>D</u>	
<u>Employee stock option (right to buy)</u>	<u>(5)</u>	<u>06/27/2021</u>	<u>Common Stock</u> 12,203	<u>5.33</u>	<u>D</u>	
<u>Employee stock option (right to buy)</u>	<u>(6)</u>	<u>06/06/2022</u>	<u>Common Stock</u> 13,865	<u>6.45</u>	<u>D</u>	
<u>Employee stock option (right to buy)</u>	<u>(7)</u>	<u>05/07/2023</u>	<u>Common Stock</u> 11,239	<u>7.56</u>	<u>D</u>	

**Explanation of Responses:**

- Of these shares, 8,210 are represented by restricted stock units. 2,502 vest on June 27, 2014, 2,842 vest on June 6, 2015 and 2,866 vest on May 7, 2016.
- One-third of the options became exercisable on 05/20/2009, one-third became exercisable on 05/20/2010 and one-third became exercisable on 05/20/2011.
- One-third of the options became exercisable on 05/13/2010, one-third became exercisable on 05/13/2011 and one-third became exercisable on 05/13/2012.
- 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.
- One-third of the options became exercisable on 06/27/2012, one-third became exercisable on 06/27/2013 and one-third will become exercisable on 06/27/2014.
- One-third of the options became exercisable on 06/06/2013, one-third will become exercisable on 06/06/2014 and one-third will become exercisable on 06/06/2015.
- One-third of the options will become exercisable on 05/07/2014, one-third will become exercisable on 05/07/2015 and one-third will become exercisable on 05/07/2016.

/s/ Katherine M. Hayes                      05/05/2014  
 \*\* 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.

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