

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Mackie Douglas B</u>  (Last) (First) (Middle) GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD  (Street) OAK BROOK IL 60523  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Great Lakes Dredge &amp; Dock CORP [ GLDD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2008	
	4. 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 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	07/08/2008		G	V	2,500 <sup>(1)</sup>	D	\$0	348,298	D	
Common Stock	08/15/2008		S		4,000 <sup>(2)</sup>	D	\$7.66	348,298 <sup>(3)</sup>	D	
Common Stock								3,782	I	See Footnote <sup>(4)</sup>
Common Stock								3,782	I	See Footnote <sup>(5)</sup>
Common Stock								3,782	I	See Footnote <sup>(6)</sup>
Common Stock	08/15/2008		S		500	D	\$7.66	22,270	I	See Footnote <sup>(7)</sup>
Common Stock	08/15/2008		S		500	D	\$7.66	22,270	I	See Footnote <sup>(8)</sup>
Common Stock								12,000	I	Common Stock held by the wife of Douglas B. Mackie

**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)		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)					

**Explanation of Responses:**

- Charitable gift to non-profit entity.
- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Mackie on March 3, 2008.
- Of these shares, 13,853 are represented by restricted stock units. The restricted stock units vest on May 20, 2011.
- Common stock held by the Christopher T. Mackie 1998 Trust.
- Common stock held by the Kathleen J. Mackie 1998 Trust.
- Common stock held by the Natalie A. Mackie 1998 Trust.
- Common stock held by Madeline C. Mackie directly and by the Madeline C. Mackie 1998 Trust.
- Common stock held by Philip D. Mackie directly and by the Philip D. Mackie 1998 Trust.

/s/ Douglas B. Mackie

08/18/2008

\*\* 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.**