Great Lakes Dredge & Dock CORP Form 4 March 12, 2015

March 12, 201	.5										
FORM	4								OMB AI	PPROVAL	
	Washington, D.C. 20549								OMB Number:	3235-0287	
Check this if no longer	r								Expires:	January 31, 2005	
subject to Section 16. Form 4 or Form 5	SIAIEN		F CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchang						Estimated average burden hours per response		
obligations may contin <i>See</i> Instruc 1(b).	Section 17(a) of the	Public Ut		ing Com	pany	Act of	f 1935 or Section	1		
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> Simonelli David E			2. Issuer Name and Ticker or Trading Symbol Great Lakes Dredge & Dock CORP					5. Relationship of Reporting Person(s) to Issuer			
		[GLDD]						(Chec	k all applicable	e)	
(Last)	(Last) (First) (Middle) 3.] (M				insaction			Director 10% Owner X Officer (give title Other (specify below) below)			
	XES DREDGE & PORATION, 21 D		03/10/20)15				· · · · · · · · · · · · · · · · · · ·	Dredging Oper	ations	
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
OAK BROOM	K, IL 60523							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	03/10/2015			Code V A	Amount 29,465	(A) or (D) A	Price \$ 0	Transaction(s) (Instr. 3 and 4)	D		
	rt on a separate line	for each cl	ass of secu	ities benefi	cially owne	ed dire	ctly or i	indirectly.			

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	Date	Amou	nt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day	/Year)	Under	lying	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
Derivative				Securities			(Instr.	3 and 4)		Owne
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)					(Instr	
				(Instr. 3,						
				4, and 5)						
								Amount		
					-					
					Date Exercisable	Expiration Date				
			Code V	(A) (D)				Shares		
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion or Exercise(Month/Day/Year)Execution Date, if anyPrice of Derivative(Month/Day/Year)	Conversion (Month/Day/Year) Execution Date, if Transacti or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodePrice of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurityAcquired (A) or Disposed of (D) (Instr. 3,	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodeExpiration D (Month/DayPrice of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Date Exercisable	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodeExpiration Date (Month/Day/Year)Price of Derivative(Month/Day/Year)(Inst. 8)Derivative SecuritiesSecuritySecurities Acquired (A) or Disposed of (D) (Inst. 3, 4, and 5)Securities Acquired bate	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodeExpiration Date (Month/Day/Year)Amou Under SecuritiesPrice of Derivative(Month/Day/Year)(Instr. 8)Derivative SecuritiesSecurities (Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Title	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactiorNumber CodeExpiration Date (Month/Day/Year)Amount of Underlying Securities (Instr. 8)Derivative Security(Month/Day/Year)(Instr. 8)Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transactio-Number Code of (Instr. 8)Expiration Date (Month/Day/Year)Amount of Und=Tying Securities (Instr. 5)Derivative Securities (Month/Day/Year)Derivative Securities (Month/Day/Year)Amount of Und=Tying Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Und=Tying Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Und=Tying Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Und=Tying Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Und=Tying Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of On On SecuritiesAmount of On On On Number ofImage: Derivative Securities (Instr. 5)Image: Derivative (Instr. 3, 4, and 5)Image: Derivative Securities (Instr. 5)Image: Derivative Securities (Instr. 5)Image: Derivative Securities (Instr. 5)Image: Derivative Securities (Instr. 5)Image: Derivative Securities (Instr. 6)Image: Derivative SecuritiesImage: Der

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Reporting Owners

Reporting Owner Name / AddressDirector10% OwnerOfficerOtherSimonelli David E
GREAT LAKES DREDGE & DOCK
CORPORATION
2122 YORK ROAD
OAK BROOK, IL 60523Simonelli Simonelli Simonelli Simonelli Componenti Simonelli Componenti Simonelli Simonelli

Signatures

**Signature of

Reporting Person

/s/ David E. Simonelli 03/12/2015

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are represented by restricted stock units. The restricted stock units vest on March 10, 2018.

This filing also adds 1,170 shares of Common Stock acquired under the Company's Employee Stock Purchase Plan ("ESPP"). Under the ESPP, 520 shares were acquired on 08/29/2014 at a transaction price of \$6.47 per share and 650 shares were acquired on 2/27/2015 at a

(2) Lot 1, 520 shares were acquired on 56/2/2011 at a transaction price of \$6.17 per share and 650 shares were acquired on 22/2015 at a transaction price of \$5.18 per share. The total also subtracts 4,452 shares withheld for payment of taxes on shares previously distributed upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.