

Weiss Jason  
Form 4  
June 24, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Weiss Jason

2. Issuer Name and Ticker or Trading Symbol  
Great Lakes Dredge & Dock CORP [GLDD]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
06/22/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

GREAT LAKES DREDGE & DOCK CORPORATION, 2122 YORK ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

OAK BROOK, IL 60523

(City) (State) (Zip)

**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					19,661	D	
Common Stock	06/22/2010		S		<u>2,900</u> <sup>(1)</sup>	D	\$ 6.25 <u>(2)</u>
Common Stock	06/23/2010		S		<u>15,339</u> <sup>(1)</sup>	D	\$ 6.14
						I	Jason G. Weiss Revocable Trust dated August 2, 2000
						I	Jason G. Weiss

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									(3)
									Revocable Trust dated August 2, 2000
Common Stock	06/22/2010	S	2,900 (1)	D	\$ 6.25 (2)	10,476	I		Weiss Family Trust dated August 7, 2000
Common Stock	06/23/2010	S	34,661 (1)	D	\$ 6.14 (3)	10,476	I		Weiss Family Trust dated August 7, 2000
Common Stock	06/24/2010	S	35,713 (1)	D	\$ 6.22 (4)	10,476	I		Weiss Family Trust dated August 7, 2000
Common Stock						100	I		Common Stock owned by the wife of Mr. Weiss

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weiss Jason GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAK BROOK, IL 60523	X			

# Signatures

/s/ Kathleen M. LaVoy, by power of atty 06/24/2010

\*\*Signature of Reporting Person Date

# Explanation of Responses:

- \* 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).
- (1) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Weiss on February 25, 2010.
  - (2) Represents weighted average sale price. The sale price range is \$6.09 to 6.45. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
  - (3) Represents weighted average sale price. The sale price range is \$6.12 to 6.17. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
  - (4) Represents weighted average sale price. The sale price range is \$6.12 to 6.35. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

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.