

Marinko Mark W.
Form 4
March 15, 2019

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 *
Marinko Mark W.

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)

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

(Last) (First) (Middle)

C/O GREAT LAKES DREDGE & DOCK CORP, 2122 YORK ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

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 Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price		
Common Stock	03/08/2019		A		48,603	A	(1)	160,926		D
Common Stock	03/08/2019		A		10,965	A	(2)	171,891		D
Common Stock	03/08/2019		F		12,969	D	\$ 8.3	158,922		D
Common Stock	03/11/2019		F		1,801	D	\$ 8.3	157,121		D
Common Stock	03/13/2019		A		19,163 (3)	A	\$ 8.24	179,863 (4)		D

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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marinko Mark W.
C/O GREAT LAKES DREDGE & DOCK CORP
2122 YORK ROAD
OAK BROOK, IL 60523

Chief Financial Officer

Signatures

/s/Kathleen M. LaVoy, by Power of Attorney

03/15/2019

__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) Represents restricted stock units awarded pursuant to satisfaction of performance conditions per the terms of the Special Incentive Program granted on March 8, 2018. These units vest on December 31, 2019.
- (2) Represents shares awarded pursuant to satisfaction of performance conditions per the terms of Mr. Marinko's performance-based restricted stock units granted on March 8, 2018.
- (3) Represents restricted stock units that vest in three equal annual installments beginning on March 13, 2020.
- (4) This filing also adds 3,579 shares of Common Stock acquired under the Company's Employee Stock Purchase Program.

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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