

Great Lakes Dredge & Dock CORP  
 Form 3  
 May 05, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Hayes Katherine M		(Month/Day/Year)	Great Lakes Dredge & Dock CORP [GLDD]	
(Last)	(First)	(Middle)	04/24/2014	
C/O GREAT LAKES DREDGE & DOCK CORP., Â 2122 YORK ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
OAK BROOK, Â IL Â 60523			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Interim CFO	

**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)
Common Stock	9,234 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

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**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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee stock option (right to buy)	Â (2)	05/20/2018	Common Stock	3,811	\$ 5.41	D	Â
Employee stock option (right to buy)	Â (3)	05/13/2019	Common Stock	3,659	\$ 3.82	D	Â
Employee stock option (right to buy)	Â (4)	05/27/2020	Common Stock	4,065	\$ 5.7	D	Â
Employee stock option (right to buy)	Â (5)	06/27/2021	Common Stock	12,203	\$ 5.33	D	Â
Employee stock option (right to buy)	Â (6)	06/06/2022	Common Stock	13,865	\$ 6.45	D	Â
Employee stock option (right to buy)	Â (7)	05/07/2023	Common Stock	11,239	\$ 7.56	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hayes Katherine M C/O GREAT LAKES DREDGE & DOCK CORP. 2122 YORK ROAD OAK BROOK, IL 60523	Â	Â	Â Interim CFO	Â

## Signatures

/s/ Katherine M. Hayes  
Date: 05/05/2014

\*\*Signature of Reporting Person

## Explanation of Responses:

- \* 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).
- (1) 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.
  - (2) 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.
  - (3) 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.
  - (4) 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.
  - (5) 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.
  - (6)

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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.

- (7) 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.

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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