

Simonelli David E
 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 *
 Simonelli David E

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
X Officer (give title below) ___ Other (specify below)
 President - Dredging Division

(Last) (First) (Middle)
 C/O GREAT LAKES DREDGE & DOCK CORP., 2122 YORK ROAD, 2ND FLOOR

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

(Street)
 OAK BROOK, IL 60523

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
 ___ Form filed by More than One Reporting Person

(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. 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) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/08/2019 | | A | 64,677 | A <u>(1)</u> | 324,621 | D |
| Common Stock | 03/08/2019 | | A | 14,591 | A <u>(2)</u> | 339,212 | D |
| Common Stock | 03/08/2019 | | F | 20,007 | D \$ 8.3 | 319,205 | D |
| Common Stock | 03/11/2019 | | F | 2,933 | D \$ 8.3 | 316,272 | D |
| | 03/13/2019 | | S | 10,000 | D | 306,272 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|---------------|---|------|-------------|--|---|
| Common Stock | | | | | | \$ | | | |
| | | | | | | 8.23 | | | |
| Common Stock | 03/13/2019 | | A | 25,500 (3) | A | \$ | 331,772 | | D |
| | | | | | | 8.24 | | | |
| Common Stock | 03/14/2019 | | S | 12,500 | D | \$ | 324,393 (5) | | D |
| | | | | | | 8.15 | | | |
| | | | | | | (4) | | | |

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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Simonelli David E
C/O GREAT LAKES DREDGE & DOCK CORP.
2122 YORK ROAD, 2ND FLOOR
OAK BROOK, IL 60523

President - Dredging Division

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. Simonelli'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.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.12 to \$8.17, inclusive. The reporting person undertakes to provide to Great Lakes Dredge & Dock Corporation, any security holder of Great Lakes Dredge & Dock Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4) This filing also adds 5,121 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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