Great Lakes Dredge & Dock CORP Form 4/A August 10, 2007

#### FORM 4

#### **OMB APPROVAL**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES** 

Estimated average burden hours per response... 0.5

5 D 1 ( ) 1 ( ) ( ) ( ) ( ) ( ) ( )

may continue. See Instruction

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

1(b).

Common

Stock

08/01/2007

(Print or Type Responses)

1 Name and Address of Departing Da

1. Name and Address of Reporting Person ** MADISON DEARBORN CAPITAL PARTNERS IV LP			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)		of Earliest T Day/Year)	Fransaction	Director Officer (give tit		Owner r (specify		
GREAT LAKES DREDGE &			08/01/2007			below)	below)			
DOCK CO	RPORATION, 2	122								
YORK RO	OAD									
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year) 08/03/2007			Applicable Line) Form filed by One Reporting Person				
OAKBRO	OK, IL 60523					_X_ Form filed by Mo Person	ore than One Re	porting		
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative Securities Acq	uired, Disposed of,	or Beneficiall	y Owned		
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securities Acquired (A)	) 5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution	Date, if	Transactio	or Disposed of (D)	Securities	Ownership	Indirect		
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		
		(Month/Da	ay/Year)	(Instr. 8)		Owned	Direct (D)	Ownership		
						Following	or Indirect	(Instr. 4)		
					(A)	Reported	(I)			
					\ -/	Transaction(s)	(Instr. 4)			

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

Code V

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Transaction(s)

(Instr. 3 and 4)

14,257,572

or

(D)

Price

Amount

12,450,830 D

(Instr. 4)

See

(1)

Footnote

#### Edgar Filing: Great Lakes Dredge & Dock CORP - Form 4/A

# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	T:41-	or Name land		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
		10% Owner	Officer	Other			
MADISON DEARBORN CAPITAL PARTNERS IV LP GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAKBROOK, IL 60523		X					
MADISON DEARBORN PARTNERS IV LP GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAKBROOK, IL 60523		X					
MADISON DEARBORN PARTNERS LLC GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAKBROOK, IL 60523		X					

## **Signatures**

Carol Anne Huff, Attorney-in-Fact for Madison Dearborn Capital Partners IV, L.P.				
**Signature of Reporting Person	Date			
Carol Anne Huff, Attorney-in-Fact for Madison Dearborn Partners IV, L.P.	08/10/2007			
**Signature of Reporting Person	Date			
Carol Anne Huff, Attorney-in-Fact for Madison Dearborn Partners, LLC	08/10/2007			
**Signature of Reporting Person	Date			

Reporting Owners 2

### **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).
  - The number of shares sold and beneficially owned following the sale were incorrectly reported in the Form 4 filed on August 3, 2007 by the reporting persons. The 14,257,572 shares set forth herein as beneficially owned are directly owned by Madison Dearborn Capital Partners IV, L.P. ("MDCP"). Madison Dearborn Partners, IV, L.P. ("MDP IV") is the general partner of MDCP. John A. Canning, Jr.,
- (1) Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the shares held by MDCP. Madison Dearborn Partners, LLC ("MDP") is the general partner of MDP IV. Each of MDP, MDP IV and the members of the limited partner committee of MDP IV disclaims beneficial ownership of the shares held directly by MDCP except to the extent of his or its respective pecuniary interest therein.

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.