Leight Nathan Form 4 April 02, 2010

FORM 4

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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations may continue.

if no longer

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Leight Nathan

2. Issuer Name and Ticker or Trading Symbol

Great Lakes Dredge & Dock CORP [GLDD]

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year) 03/31/2010

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

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

GREAT LAKES DREDGE & DOCK CORPORATION, 2122 YORK ROAD

(Street)

(State)

(Zip)

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

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OAK BROOK, IL 60523

(City)

Stock

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (D) or Ownership Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) V Amount (D) Price Code Common

03/31/2010 2,976 \$0 D A 1,382,411 Stock

Common Stock Held Common by intangible 71,000 Stock trust dated 12/16/2003 Common 367,250 I Common

Stock Held

by the Leight Family Irrevocable Trust

> Common Stock Held by various family trusts

Common Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

4,000

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SEC 1474 (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)	4. Transacti Code (Instr. 8)	Securities Acquired (A) or	onNumber Expiration Definition of (Month/Day/Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Under Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

Leight Nathan GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAK BROOK, IL 60523

X

Signatures

/s/ Nathan 04/02/2010 Leight

**Signature of Date Reporting Person

Reporting Owners 2 Edgar Filing: Leight Nathan - Form 4

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 wife of Mr. Leight serves as the trustee of the intangible trust, for the benefit of Mr. Leight.
 - 1000 shares of common stock are owned by Bruce Leight UGMA (Mr. Leight's son is the beneficiary), 1000 shares are owned by Jennifer Leight UGMA (Mr. Leight's daughter is the beneficiary), 1000 shares are owned by Keith Leight UGMA (Mr. Leight's son is the
- beneficiary), and 1000 shares are owned by Lillianne Leight UGMA (Mr. Leight's daughter is the beneficiary). Mr. Leight serves as a trustee or co-trustee of those trusts.

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.