

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)

|   |   |   |  |   |  |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Hayes Katherine M</p> <p>(Last) (First) (Middle)</p> <p>C/O GREAT LAKES DREDGE &amp; DOCK CORP.,Â 2122 YORK ROAD</p> <p>(Street)</p> <p>OAK BROOK,Â ILÂ 60523</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/24/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Great Lakes Dredge &amp; Dock CORP [GLDD]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 Interim CFO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(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 <u>(2)</u>     | 05/20/2018      | Common Stock | 3,811                      | \$ 5.41  | D                                     | Â |
| Employee stock option (right to buy) | Â <u>(3)</u>     | 05/13/2019      | Common Stock | 3,659                      | \$ 3.82  | D                                     | Â |
| Employee stock option (right to buy) | Â <u>(4)</u>     | 05/27/2020      | Common Stock | 4,065                      | \$ 5.7   | D                                     | Â |
| Employee stock option (right to buy) | Â <u>(5)</u>     | 06/27/2021      | Common Stock | 12,203                     | \$ 5.33  | D                                     | Â |
| Employee stock option (right to buy) | Â <u>(6)</u>     | 06/06/2022      | Common Stock | 13,865                     | \$ 6.45  | D                                     | Â |
| Employee stock option (right to buy) | Â <u>(7)</u>     | 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<br>C/O GREAT LAKES DREDGE & DOCK CORP.<br>2122 YORK ROAD<br>OAK BROOK, IL 60523 | Â             | Â         | Â Interim CFO | Â     |

## Signatures

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

\*\*Signature of Reporting Person                      Date

## 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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