

Mackie Douglas B
Form 4
February 18, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Mackie Douglas B

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
 Officer (give title below) Other (specify below)
President & CEO

(Last) (First) (Middle)
GREAT LAKES DREDGE & DOCK CORPORATION, 2122 YORK ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2009

OAK BROOK, IL 60523
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/17/2009 | | S | V Amount 4,000 (1) D Price \$ 2.98 | 324,298 (2) | D | |
| Common Stock | 01/23/2009 | | J | V 3,782 D \$ 0 0 | | I | See Footnote (3) |
| Common Stock | 01/23/2009 | | J | V 3,782 D \$ 0 0 | | I | See Footnote (4) |
| Common | 01/23/2009 | | J | V 3,782 D \$ 0 0 | | I | See |

Edgar Filing: Mackie Douglas B - Form 4

| Stock | | | | | | | | | | Footnote (5) |
|--------------|------------|--|---|---|-------|---|------|--------|---|--|
| Common Stock | 01/23/2009 | | J | V | 4,854 | D | \$ 0 | 0 | I | See Footnote (6) |
| Common Stock | 01/23/2009 | | J | V | 4,854 | D | \$ 0 | 0 | I | See Footnote (7) |
| Common Stock | | | | | | | | 12,000 | I | Common Stock held by the wife of Douglas B. Mackie |

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.

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) | 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 Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mackie Douglas B GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAK BROOK, IL 60523 | X | | President & CEO | |

Signatures

/s/ Douglas B.
Mackie

02/18/2009

__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) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Mackie on March 3, 2008.
- (2) Of these shares, 13,853 are represented by restricted stock units. The restricted stock units vest on May 20, 2011.
- (3) Common stock transferred from the Christopher T. Mackie 1998 Trust directly to Christopher T. Mackie.
- (4) Common stock transferred from the Kathleen J. Mackie 1998 Trust directly to Kathleen Mackie LaVoy.
- (5) Common stock transferred from the Natalie A. Mackie 1998 Trust directly to Natalie A. Mackie.
- (6) Common stock transferred from the Madeline C. Mackie 1998 Trust directly to Madeline C. Mackie.
- (7) Common stock transferred from the Philip D. Mackie 1998 Trust directly to Philip D. Mackie.

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.