

Leight Nathan  
Form 4  
August 12, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Leight Nathan

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)  
GREAT LAKES DREDGE &  
DOCK CORPORATION, 2122  
YORK ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
08/10/2011

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

(Street)  
OAK BROOK, IL 60523

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

(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. 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 Indirect Ownership (Instr. 4) |           |   |        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|--------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                                 | Price     |   |        |
| Common Stock                    | 08/10/2011                           |  | P                              |   | 10,000  | A  | \$ 4.512                                   | 1,554,671 | D |        |
|                                 |                                      |  |                                |   |   |  | (1)  |           |   |        |
| Common Stock                    | 08/10/2011                           |  | P                              |   | 15,000  | A  | \$ 4.537                                   | 1,554,671 | D |        |
|                                 |                                      |  |                                |   |   |  | (2)  |           |   |        |
| Common Stock                    | 08/11/2011                           |  | P                              |   | 3,000   | A  | \$ 4.62                                    | 1,554,671 | D |        |
| Common                          |                                      |  |                                |   |   |  |  | 367,250   | I | Common |

|              |  |  |  |       |   |  |  |   |
|--------------|--|--|--|-------|---|--|--|---|
| Stock        |  |  |  |       |   |  |  | Stock Held by the Leight Family Irrevocable Trust     |
| Common Stock |  |  |  | 4,000 | I |  |  | Common Stock Held by various family trusts <u>(3)</u> |

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

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

X

## Signatures

/s/ Nathan  
Leight

08/12/2011

\_\_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 the weighted average price. The price range is \$4.47 to \$4.53. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares acquired at each separate price.
  - (2) Represents the weighted average price. The price range is \$4.47 to \$4.59. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares acquired at each separate price.  
  
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.
  - (3)

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.