Edgar Filing: O'Hara Steven F. - Form 4

O'ILana Charren E

Form 4 March 21, 20											
FORM									OMB APPROVAL		
	UNITED	ox Washington, D.C. 20549 ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, e. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 20(b) of the Impertment Company Act of 1940								OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5	
Check this if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er STATEM 6. Filed purs inue. Section 17(a										
(Print or Type R	Responses)										
O'Hara Steven F. Symbo Great			Symbol	Lakes Dredge & Dock CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	KES DREDGE & PORATION, 212		3. Date of (Month/D 03/19/20	-	ansaction			Director X Officer (give below) V.P I		Owner r (specify er	
				ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
OAKBROO	K, IL 60523							Form filed by C Form filed by M Person			
(City)	(State) ((Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	3. Transactio Code (Instr. 8) Code V	(Instr. 3, 4	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/19/2007			J	725	A	5.803 (1)	70,627	D		

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

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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and unt of rlying rities . 3 and 4)	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

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
O'Hara Steven F. GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAKBROOK, IL 60523	Ň		V.P Division Manager		
Signatures					
/s/ Deborah A. Wensel, under power of attorney)3/21/2007				
<u>**</u> 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).

The reported shares were acquired as a result of the post-closing adjustment contained in a merger agreement. No additional consideration was paid for such shares. The merger agreement provided that the shares would be issued based on a formula that assumed a market price per share of \$5.803, the price on the date of the merger. The right to receive additional shares became fixed and irrevocable on December 26, 2006, the date of the merger.

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.