

Mackie Douglas B
Form 4
February 18, 2009

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

OMB APPROVAL

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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

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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.

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(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.

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