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MADISON DEARBORN CAPITAL PARTNERS IV LP

Form 4

August 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

08/01/2007

(Print or Type Responses)

1. Name and Address of Reporting Person *

MADISON DEARBORN CAPITAL Issuer Symbol PARTNERS IV LP Great Lakes Dredge & Dock CORP (Check all applicable) [GLDD] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X 10% Owner Other (specify Officer (give title (Month/Day/Year) below) **GREAT LAKES DREDGE &** 08/01/2007 DOCK CORPORATION, 2122 YORK ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting OAKBROOK, IL 60523 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Transaction Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership **Following** or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4)

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

Code V

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

14,248,940

or

(D)

Price

Amount

12.459.462 D

See

(1)

Footnote

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$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	J
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships					
		10% Owner	Officer	Other			
MADISON DEARBORN CAPITAL PARTNERS IV LP GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAKBROOK, IL 60523		X					
MADISON DEARBORN PARTNERS IV LP GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAKBROOK, IL 60523		X					
MADISON DEARBORN PARTNERS LLC GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAKBROOK, IL 60523		X					

Signatures

Madison Dearborn Capital Partners IV, L.P. By: Madison Dearborn Partners IV, L.P., its					
General Partner By: Madison Dearborn Partners, LLC, its General Partner By: /s/ Thomas S. Souleles, Managing Director					
**Signature of Reporting Person	Date				
Madison Dearborn Partners IV, L.P. By: Madison Dearborn Partners, LLC, its General					
Partner By: /s/ Thomas S. Souleles, Managing Director	08/03/2007				
**Signature of Reporting Person	Date				
Madison Dearborn Partners, LLC By: /s/ Thomas S. Souleles, Managing Director					
Wadison Dearborn Farmers, LLC by. 78/ Thomas S. Souleies, Managing Director					
**Signature of Reporting Person	Date				

Reporting Owners 2

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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).
 - Includes 14,248,940 shares directly owned by Madison Capital Partners IV, L.P. ("MDCP"). Madison Dearborn Partners, IV, L.P. ("MDP IV") is the general partner of MDCP. John A. Canning, Jr., Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited
- (1) partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the shares held by MDCP. Each of MDP, MDP IV and the members of the limited partner committee of MDP IV disclaims beneficial ownership of the shares held directly by MDCP except to the extent of his or its respective pecuniary interest therein.

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.