SOULELES THOMAS S

Form 4

August 21, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SOULELES THOMAS S

2. Issuer Name and Ticker or Trading

Symbol

Issuer

Great Lakes Dredge & Dock CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[GLDD]

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

GREAT LAKES DREDGE & DOCK CORPORATION, 2122

(Middle)

YORK ROAD

4. If Amendment, Date Original

S

Filed(Month/Day/Year)

(Month/Day/Year)

08/19/2009

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

OAKBROOK, IL 60523

(City) (State) (Zip)

08/19/2009

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Common

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned **Following**

Indirect Ownership Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(A) or (D) Reported (I) Transaction(s) (Instr. 4)

(Instr. 3 and 4)

I

Code V Amount

Price 14,257,572 D

See Footnote

(1)

7. Nature of

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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address 10% Officer Director Other

SOULELES THOMAS S GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAKBROOK, IL 60523



Owner

Signatures

/s/ Thomas S. 08/21/2009 Souleles

**Signature of Date Reporting Person

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).

Madison Dearborn Capital Partners IV, L.P. ("MDCP") was the record owner of the 14,257,572 shares sold as set forth herein. The shares held by MDCP may have been deemed to be beneficially owned by Madison Dearborn Partners IV, L.P. ("MDP"), the sole general partner of MDCP. Mr. Souleles is a managing director of the general partner of MDP. Mr. Souleles expressly disclaims beneficial ownership of the shares owned by MDCP, except to the extent of his pecuniary interest.

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.

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