

Deutsch Peter
Form 4
February 15, 2013

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 *
Deutsch Peter

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2009

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

GREAT LAKES DREDGE &
DOCK CORPORATION, 2122
YORK ROAD

(Street)

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

OAK BROOK, IL 60523

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 11/16/2009 | | S | | 1,000 | D | \$ 6.94 ⁽²⁾ |
| Common Stock | 11/16/2009 | | P | | 1,000 | A | \$ 6.94 |
| Common Stock | 11/17/2009 | | S | | 23,401 | D | \$ 6.71 ⁽³⁾ |
| Common | 11/17/2009 | | P | | 23,401 | A | \$ 36,974 |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|--------------|------------|---|
| Stock | | | | | | 6.72 (4) | | |
| | | | | | | \$ | | |
| Common Stock | 04/07/2010 | | S | 9,204 | D | 5.55 (5) | 33,157 (6) | D |
| Common Stock | 04/07/2010 | | P | 9,204 | A | 5.56 | 42,361 | D |
| Common Stock | 11/28/2011 | | S | 9,843 | D | 5.6 (7) | 48,617 (6) | D |
| Common Stock | 11/28/2011 | | P | 9,843 | A | 5.6 (8) | 58,460 | D |
| Common Stock | 01/10/2012 | | S | 2,411 | D | 6.07 (9) | 58,859 (6) | D |
| Common Stock | 01/10/2012 | | P | 2,411 | A | 6.07 (10) | 61,270 | D |
| Common Stock | 11/08/2012 | | S | 16,217 | D | 8.21 (11) | 52,980 (6) | D |
| Common Stock | 11/08/2012 | | P | 16,217 | A | 8.22 (12) | 69,197 | D |

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 Beneficially Owned (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V | Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Deutsch Peter GREAT LAKES DREDGE & DOCK CORPORATION 2122 YORK ROAD OAK BROOK, IL 60523 | | X | | |

Signatures

/s/ Kathleen M. LaVoy, by power of attorney 02/15/2013

__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 transactions reported on this Form 4 are being reported late due to the reporting person's prior understanding that the transactions reported herein were not subject to reporting under Section 16(a) of the Exchange Act. Pursuant to Section 16(b) of the of the Securities Exchange Act of 1934 (the "Exchange Act"), the reporting person has agreed to pay to Great Lakes Dredge & Dock Corporation \$9,470.82, representing the full amount of the profit realized in connection with the short-swing transactions reported on this Form 4, less transaction costs of such transactions.
- (1) Represents the weighted average sale price of \$6.94 rounded to the nearest hundredths. The highest price at which the shares were sold was \$6.94 and the lowest price at which the shares were sold was \$6.93, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of securities sold at each separate price.
- (2) Represents the weighted average sale price of \$6.71 rounded to the nearest hundredths. The highest price at which the shares were sold was \$6.75 and the lowest price at which the shares were sold was \$6.66, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of securities sold at each separate price.
- (3) Represents the weighted average purchase price of \$6.72 rounded to the nearest hundredths. The highest price at which the shares were purchased was \$6.77 and the lowest price at which the shares were purchased was \$6.68, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of securities purchased at each separate price.
- (4) Represents the weighted average sale price of \$5.55 rounded to the nearest hundredths. The highest price at which the shares were sold was \$5.56 and the lowest price at which the shares were sold was \$5.55, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of securities sold at each separate price.
- (5) This total takes into account the previously-reported receipt by the Reporting Person of stock awards in the interim period.
- (6) Represents the weighted average sale price of \$5.60 rounded to the nearest hundredths. The highest price at which the shares were sold was \$5.61 and the lowest price at which the shares were sold was \$5.58, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of securities sold at each separate price.
- (7) Represents the weighted average purchase price of \$5.60 rounded to the nearest hundredths. The highest price at which the shares were purchased was \$5.61 and the lowest price at which the shares were purchased was \$5.59, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of securities purchased at each separate

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price.

- (9) Represents the weighted average sale price of \$6.07 rounded to the nearest hundredths. The highest price at which the shares were sold was \$6.08 and the lowest price at which the shares were sold was \$6.06, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of securities sold at each separate price.

- (10) Represents the weighted average purchase price of \$6.07 rounded to the nearest hundredths. The highest price at which the shares were purchased was \$6.08 and the lowest price at which the shares were purchased was \$6.04, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of securities purchased at each separate price.

- (11) Represents the weighted average sale price of \$8.21 rounded to the nearest hundredths. The highest price at which the shares were sold was \$8.23 and the lowest price at which the shares were sold was \$8.20, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of securities sold at each separate price.

- (12) Represents the weighted average purchase price of \$8.22 rounded to the nearest hundredths. The highest price at which the shares were purchased was \$8.25 and the lowest price at which the shares were purchased was \$8.21, in each case, rounded to the nearest hundredths. The Reporting Person undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of securities purchased at each separate price.

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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