

LaVoy Kathleen Mackie
Form 4
March 15, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LaVoy Kathleen Mackie

(Last) (First) (Middle)

C/O GREAT LAKES DREDGE &
DOCK CORP, 2122 YORK ROAD

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Great Lakes Dredge & Dock CORP
[GLDD]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) SVP & Chief Legal Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/08/2019 | | A | | 28,745 | A | <u>(1)</u> | 124,668 | D | |
| Common Stock | 03/08/2019 | | A | | 6,485 | A | <u>(2)</u> | 131,153 | D | |
| Common Stock | 03/08/2019 | | F | | 8,924 | D | \$ 8.3 | 122,229 | D | |
| Common Stock | 03/09/2019 | | F | | 2,726 | D | \$ 8.3 | 119,503 | D | |
| Common Stock | 03/13/2019 | | D | | 5,409 | D | \$ 8.19 | 114,094 | D | |

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Common Stock 03/13/2019 A 11,333 (3) A \$ 8.24 125,084 (4) (5) D

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

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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 Following Transaction (Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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

LaVoy Kathleen Mackie
C/O GREAT LAKES DREDGE & DOCK CORP
2122 YORK ROAD
OAK BROOK, IL 60523

SVP & Chief Legal Officer

Signatures

/s/Kathleen M.
LaVoy 03/15/2019

**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) Represents restricted stock units awarded pursuant to satisfaction of performance conditions per the terms of the Special Incentive Program granted on March 8, 2018. These units vest on December 31, 2019.

(2)

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Represents shares awarded pursuant to satisfaction of performance conditions per the terms of Ms. LaVoy's performance-based restricted stock units granted on March 8, 2018.

- (3) Represents restricted stock units that vest in three equal annual installments beginning on March 13, 2020.
- (4) This filing also adds 3,089 shares of Common Stock acquired under the Company's Employee Stock Purchase Program.

Reported holdings reflect a deduction with respect to previously-reported holdings of 3,432 shares. This deduction relates to

- (5) previously-reported withholding transactions. In the reporting person's prior reporting of these withholding transactions on Form 4, the reporting person inadvertently understated the number of shares that had been withheld.

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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