

CARMODY CORA L
Form 4
May 31, 2011

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 *
CARMODY CORA L

2. Issuer Name and Ticker or Trading Symbol
JACOBS ENGINEERING GROUP
INC /DE/ [JEC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

(Last) (First) (Middle)
1111 SOUTH ARROYO
PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2011

PASADENA, CA 91105-

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

(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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	11/30/2010		J ⁽¹⁾	V	15	A	\$ 36.58	6,864	D	
Common Stock	12/31/2010		J ⁽¹⁾	V	12	A	\$ 43.56	6,876	D	
Common Stock	01/31/2011		J ⁽¹⁾	V	11	A	\$ 48.8	6,887	D	
Common Stock	02/28/2011		J ⁽¹⁾	V	11	A	\$ 47.56	6,898	D	
Common Stock	03/31/2011		J ⁽¹⁾	V	11	A	\$ 48.86	6,909	D	

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Common Stock 04/29/2011 J⁽¹⁾ V 17 A \$ 47.13 6,926 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 44.91	05/26/2011		A	5,000	05/26/2012	05/26/2021	Common Stock	5,000
Market Stock Unit	<u>(2)</u>	05/26/2011		A	12,000 <u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	12,000 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARMODY CORA L 1111 SOUTH ARROYO PARKWAY PASADENA, CA 91105-			Senior Vice President	

Signatures

/s/ Geoffrey P. Sanders 05/26/2011

**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) Acquisition pursuant to IRC Sec. 423 qualified employee stock purchase plan.

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- (2) Each market stock unit award represents a contingent right to receive one share of JEC common stock.
Represents receiving 200% of the target shares which may be issued pursuant to award of market stock units. The actual number of shares
- (3) to be issued upon vesting can range from 0% to 200% of the number of market stock units awarded depending on the stock price performance of JEC common stock.
- (4) The market stock units award will vest on May 26, 2014.

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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