

AECOM TECHNOLOGY CORP

Form 4

January 16, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dionisio John M

(Last) (First) (Middle)

C/O AECOM TECHNOLOGY
CORPORATION, 555 S. FLOWER
STREET, SUITE 3700

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AECOM TECHNOLOGY CORP
[ACM]

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/15/2014		S ⁽¹⁾		20,000	D \$ 30.4699 ⁽²⁾	255,640	D	
Common Stock							16,300	I	by John M Dionisio & Rose Lucy Dionisio JTWROS
Common Stock							164,948	I	by John M Dionisio

Common Stock	87,731.2088	I	Family Irrevocable Trust by Merrill Lynch under AECOM Retirement & Savings Plan (RSP)
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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. Fair Market Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Fair Market Value
Employee Stock Option	\$ 23.94							(3)	12/01/2015	Common Stock	98,281	\$ 2,394,000
Employee Stock Option	\$ 24.45							(4)	12/02/2016	Common Stock	145,349	\$ 3,555,000
Employee Stock Option	\$ 27.54							(5)	12/08/2017	Common Stock	4,083	\$ 112,400
Restricted Stock Unit	(6)							(7)	(7)	Common Stock	35,685	\$ 892,125
Restricted Stock Unit	(6)							(8)	(8)	Common Stock	108,755	\$ 2,718,875
Restricted Stock Unit	(6)							(9)	(9)	Common Stock	84,874	\$ 2,121,850

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dionisio John M C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071	X		Chairman & CEO	

Signatures

/s/ Preston Hopson, Attorney-in-Fact for John M.
Dionisio

01/16/2014

__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) The sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on December 16, 2013.

This transaction was executed in multiple trades at prices ranging from \$30.21 to \$30.73. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) The options vested in three equal annual installments beginning on December 1, 2009.

(4) The options vested in three equal annual installments beginning on December 2, 2010.

(5) The options vested in three equal annual installments beginning on December 8, 2011.

(6) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.

(7) The restricted stock units vest in three equal annual installments beginning December 2012.

(8) The restricted stock units vest in December 2015.

(9) The restricted stock units vest in December 2016.

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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