

AECOM TECHNOLOGY CORP  
 Form 4  
 November 05, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Dionisio John M

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/15/2014

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

C/O AECOM TECHNOLOGY CORPORATION, 1999 AVENUE OF THE STARS, SUITE 2600

(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

LOS ANGELES, CA 90067

(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 |   |        |       | 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 | Price |   |   |  |  |
| Common Stock                    | 10/15/2014                           |  | G                   | V | 10,500 | D     | \$ 0  | 65,240  | D  | by John M Dionisio & Rose Lucy Dionisio JTWROS |
| Common Stock                    | 10/15/2014                           |  | G                   | V | 7,800  | D     | \$ 0  | 8,500   | I  |  |
| Common Stock                    | 11/03/2014                           |  | S <sup>(1)</sup>    |   | 20,000 | D     | \$ 32.56<br><u>(2)</u>  | 45,240  | D  |  |

|              |             |   |  |
|--------------|-------------|---|--|
| Common Stock | 164,948     | I | by John M Dionisio Family Irrevocable Trust                  |
| Common Stock | 87,839.6379 | I | by Merrill Lynch under AECOM Retirement & Savings Plan (RSP) |

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. F Der Sec (Ins |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title             | Amount or Number of Shares |
| Employee Stock Option                      | \$ 23.94   |                                      |  |                                |   | <u>(3)</u> 12/01/2015                                    | Common Stock  | 98,281            |                            |
| Employee Stock Option                      | \$ 24.45   |                                      |  |                                |   | <u>(4)</u> 12/02/2016                                    | Common Stock  | 145,349           |                            |
| Employee Stock Option                      | \$ 27.54   |                                      |  |                                |   | <u>(5)</u> 12/08/2017                                    | Common Stock  | 4,083             |                            |
| Restricted Stock Unit                      | <u>(6)</u>   |                                      |  |                                |   | <u>(7)</u> <u>(7)</u>                                    | Common Stock  | 35,685            |                            |
| Restricted Stock Unit                      | <u>(6)</u>   |                                      |  |                                |   | <u>(8)</u> <u>(8)</u>                                    | Common Stock  | 108,755           |                            |

|                          |     |     |     |                 |        |
|--------------------------|-----|-----|-----|-----------------|--------|
| Restricted<br>Stock Unit | (6) | (9) | (9) | Common<br>Stock | 84,874 |
|--------------------------|-----|-----|-----|-----------------|--------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Dionisio John M<br>C/O AECOM TECHNOLOGY CORPORATION<br>1999 AVENUE OF THE STARS, SUITE 2600<br>LOS ANGELES, CA 90067 | X             |           | Executive Chairman |       |

## Signatures

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

11/05/2014

        \*\*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 \$32.34 to \$ 32.74. 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.
- (2) The sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on December 16, 2013.
- (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. 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.