

AECOM  
Form 4  
June 24, 2015

**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

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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/22/2015

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                                                    |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                           | Price                                                             |                                                                    |
| Common<br>Stock                       | 06/22/2015                              |                                                             | S(1)                                    |                                                                            | 20,000                                                                                                             | D                                                                          | \$ 35 84,948                                                      | I<br>by John M<br>Dionisio<br>Family<br>Irrevocable<br>Trust       |
| Common<br>Stock                       | 06/22/2015                              |                                                             | S(1)                                    |                                                                            | 13,640                                                                                                             | D                                                                          | \$ 35 47,712                                                      | D                                                                  |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                            | 87,958.4566                                                       | I<br>by Merrill<br>Lynch under<br>AECOM<br>Retirement<br>& Savings |

Plan (RSP)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount or<br>Number of<br>Shares |
| Employee<br>Stock<br>Option                         | \$ 24.45                                                           |                                         |                                                             |                                      |                                                                                                                    | (2)                                                            | 12/02/2016         | Common<br>Stock                                                     | 145,349                          |
| Employee<br>Stock<br>Option                         | \$ 27.54                                                           |                                         |                                                             |                                      |                                                                                                                    | (3)                                                            | 12/08/2017         | Common<br>Stock                                                     | 4,083                            |
| Restricted<br>Stock Unit                            | (4)                                                                |                                         |                                                             |                                      |                                                                                                                    | (5)                                                            | (5)                | Common<br>Stock                                                     | 107,903                          |
| Restricted<br>Stock Unit                            | (4)                                                                |                                         |                                                             |                                      |                                                                                                                    | (6)                                                            | (6)                | Common<br>Stock                                                     | 84,209                           |
| Restricted<br>Stock Unit                            | (4)                                                                |                                         |                                                             |                                      |                                                                                                                    | (7)                                                            | (7)                | Common<br>Stock                                                     | 4,327                            |

## Reporting Owners

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

## Signatures

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

06/24/2015

\_\_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 sale in this Form 4 was made pursuant to 10b5-1 trading plans adopted on December 4, 2014.
- (2) The options vested in three equal annual installments beginning on December 2, 2010.
- (3) The options vested in three equal annual installments beginning on December 8, 2011.
- (4) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (5) The restricted stock units vest in December 2015.
- (6) The restricted stock units vest in December 2016.
- (7) The restricted stock units vest on the earlier of March 4, 2016 or the date of the Corporation's 2016 Annual Meeting of Stockholders.

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.