

AECOM  
Form 4

December 19, 2016

**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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Osborne Ronald E

(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)  
12/15/20164. 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)

SVP, Controller

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 (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. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 12/15/2015                              |                                                             | F                                       | V Amount (D) Price<br>1,607 \$<br>38.16                                 | 24,433.3392                                                                                                        | D                                                                    |                                                                                |
| Common<br>Stock                       | 12/15/2016                              |                                                             | M                                       | V Amount (A) Price<br>2,671 \$<br>38.16<br>(1)                          | 22,826.3392                                                                                                        | D                                                                    |                                                                                |
| Common<br>Stock                       | 12/15/2016                              |                                                             | A(2)                                    | V Amount (A) Price<br>5,343 \$<br>38.16<br>(3)                          | 28,169.3392<br>(4)                                                                                                 | D                                                                    |                                                                                |

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**SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)   | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Unit                      | (1)                                                    | 12/15/2016                           |                                                    | M                              |                                                                                         |                                                          | 4,278 | 12/15/2016                                                    | (1)             | Common Stock | 4,278                      |
| Restricted Stock Unit                      | (5)                                                    | 12/15/2016                           |                                                    | A                              |                                                                                         | 3,276                                                    |       | (6)                                                           | (6)             | Common Stock | 3,276                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Osborne Ronald E  
C/O AECOM  
1999 AVENUE OF THE STARS, SUITE 2600  
LOS ANGELES, CA 90067

SVP, Controller

## Signatures

/s/ Preston Hopson, Attorney-in-Fact for Ronald E. Osborne

12/19/2016

\*\*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).

- Each restricted stock unit represented a contingent right to receive one share of AECOM common stock. On December 15, 2016, 4,278 of
- (1) the reporting person's restricted stock units vested and were settled for an equal number of shares of AECOM common stock less any applicable tax withholding.
  - (2) Shares acquired pursuant to AECOM's Performance Earnings Program under 2006 Stock Incentive Plan.
  - (3) Pursuant to the terms of AECOM's Performance Earnings Program, the calculation to determine the number of shares awarded under the Program was performed using a per share value equal to the closing price on December 15, 2016.
  - (4) Includes shares acquired from the AECOM Employee Stock Purchase Plan.
  - (5) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.

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(6) The restricted stock units vest in December 2019.

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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