

JACOBS ENGINEERING GROUP INC /DE/  
 Form 4  
 May 27, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Mandel Joseph G.

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)

(Last) (First) (Middle)  
 155 NORTH LAKE AVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/25/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 PRESIDENT, P&C

PASADENA, CA 91101  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |        |   |
| COMMON STOCK                    | 05/25/2016                           |  | M <sup>(1)</sup>               |   | 6,264<br><u>(2)</u>   | A  | \$ 36,108                         | D      |   |
| COMMON STOCK                    | 05/25/2016                           |  | F                              |   | 2,071<br><u>(3)</u>   | D  | \$ 50.02                          | 34,037 | 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 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 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| PERFORMANCE STOCK UNIT                     | \$ 0 <sup>(4)</sup>                                    | 05/25/2016                           |  | M <sup>(1)</sup>               | 6,264 <sub>(2)</sub>  | <sup>(5)</sup> <sub>(5)</sub>                            | COMMON STOCK  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| Mandel Joseph G.<br>155 NORTH LAKE AVE<br>PASADENA, CA 91101 |               |           | PRESIDENT, P&C |       |

## Signatures

/S/ PERRY D.  
MANGERS

05/27/2016

\_\_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).

(1) Represents distribution of JEC common stock upon vesting of performance stock units awarded on May 23, 2013 pursuant to the 1999 Stock Incentive Plan.

(2) The number of performance stock units that vested, and therefore, the number of shares of JEC common stock issued upon vesting, represents 52.2% of the number of performance stock units initially awarded, with such percentage based on the stock price performance of JEC common stock relative to the stock price performance of a defined group of industry peers.

(3) Represents number of shares of JEC common stock tendered for tax withholding on distribution of JEC common stock upon vesting of performance stock units.

(4) Each performance stock unit award represented a contingent right to receive one share of JEC common stock.

(5) The performance stock units award vested on May 23, 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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