

Tyler Michael R
 Form 4
 February 21, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Tyler Michael R

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)
 1999 BRYAN STREET, SUITE
 1200
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & GENERAL COUNSEL

DALLAS, TX 75201

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

(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 (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 (A) or (D) | | |
| Common Stock | 02/19/2019 | | M | | 3,000 A \$ 60.08 | 30,826 | D |
| Common Stock | 02/19/2019 | | S | | 3,000 (1) D \$ 70 | 27,826 | D |
| Common Stock | 02/19/2019 | | M | | 2,250 A \$ 53.17 | 30,076 | D |
| Common Stock | 02/19/2019 | | S | | 2,250 (1) D \$ 70 | 27,826 | D |
| Common Stock | 02/19/2019 | | M | | 1,200 A \$ 43.34 | 29,026 | D |

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| | | | | | | | |
|--------------|------------|---|-----------------------------|---|----------|--------|---|
| Common Stock | 02/19/2019 | S | <u>1,200</u> ⁽¹⁾ | D | \$ 70 | 27,826 | D |
| Common Stock | 02/19/2019 | M | 1,446 | A | \$ 42.74 | 29,272 | D |
| Common Stock | 02/19/2019 | S | <u>1,446</u> ⁽¹⁾ | D | \$ 70 | 27,826 | D |
| Common Stock | 02/20/2019 | M | 3,000 | A | \$ 60.08 | 30,826 | D |
| Common Stock | 02/20/2019 | S | <u>3,000</u> ⁽¹⁾ | D | \$ 72.5 | 27,826 | D |
| Common Stock | 02/20/2019 | M | 2,250 | A | \$ 53.17 | 30,076 | D |
| Common Stock | 02/20/2019 | S | <u>2,250</u> ⁽¹⁾ | D | \$ 72.5 | 27,826 | D |
| Common Stock | 02/20/2019 | M | 1,200 | A | \$ 43.34 | 29,026 | D |
| Common Stock | 02/20/2019 | S | <u>1,200</u> ⁽¹⁾ | D | \$ 72.5 | 27,826 | D |
| Common Stock | 02/20/2019 | M | 1,446 | A | \$ 42.74 | 29,272 | D |
| Common Stock | 02/20/2019 | S | <u>1,446</u> ⁽¹⁾ | D | \$ 72.5 | 27,826 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Title and Amount of Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | \$ 60.08 | 02/19/2019 | | M | 3,000 | <u>(2)</u> 07/25/2023 | Title | Amount or Number of Shares |
| | | | | | | | | 3,000 |

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| Stock Option (Right to Buy) | Exercise Price | Grant Date | Expiration Date | Type | Quantity | Notes | Expiration Date | Common Stock | Quantity |
|-----------------------------|----------------|------------|-----------------|------|----------|-------|-----------------|--------------|----------|
| Stock Option (Right to Buy) | \$ 53.17 | 02/19/2019 | | M | 2,250 | (2) | 05/22/2024 | Common Stock | 2,250 |
| Stock Option (Right to Buy) | \$ 43.34 | 02/19/2019 | | M | 1,200 | (3) | 05/28/2025 | Common Stock | 1,200 |
| Stock Option (Right to Buy) | \$ 42.74 | 02/19/2019 | | M | 1,446 | (4) | 11/19/2025 | Common Stock | 1,446 |
| Stock Option (Right to Buy) | \$ 60.08 | 02/20/2019 | | M | 3,000 | (2) | 07/25/2023 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 53.17 | 02/20/2019 | | M | 2,250 | (2) | 05/22/2024 | Common Stock | 2,250 |
| Stock Option (Right to Buy) | \$ 43.34 | 02/20/2019 | | M | 1,200 | (3) | 05/28/2025 | Common Stock | 1,200 |
| Stock Option (Right to Buy) | \$ 42.74 | 02/20/2019 | | M | 1,446 | (4) | 11/19/2025 | Common Stock | 1,446 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tyler Michael R 1999 BRYAN STREET, SUITE 1200 DALLAS, TX 75201 | | | SVP & GENERAL COUNSEL | |

Signatures

Kevin C. Berryman - Attorney-in-Fact for Michael R. Tyler
02/21/2019

__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 was made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 6, 2018.
- (2) Stock options are fully vested.
- (3) Remaining unvested Stock Options vest on May 28, 2019.
- (4) Remaining unvested Stock Options vest on November 19, 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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