

JACOBS ENGINEERING GROUP INC /DE/
 Form 4
 May 27, 2014

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 *
 Sundberg Lori S

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 N LAKE AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/22/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice-President

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)
				(A) or (D)	Amount or Price		
Common Stock	05/23/2014		F	V	1,880 (1) \$ 53.35	D	

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)

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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)	Amount or Number of Shares
Stock Option	\$ 53.17	05/22/2014		A	9,000	<u>(2)</u> 05/22/2024	Common Stock	9,000
Performance Stock Unit	<u>(3)</u>	05/22/2014		A	4,500 <u>(4)</u>	05/22/2017 05/22/2017	Common Stock	4,500 <u>(4)</u>
Performance Stock Unit	<u>(3)</u>	05/22/2014		A	6,000	05/22/2017 05/22/2017	Common Stock	6,000 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sundberg Lori S 155 N LAKE AVE PASADENA, CA 91101			Senior Vice-President	

Signatures

/s/ Geoffrey P. Sanders 05/27/2014

**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) Represents shares surrendered to satisfy tax withholding liabilities upon vesting of restricted stock awards.
- (2) The option vests in four equal annual installments beginning on the grant date.
- (3) Each performance stock unit award represents a contingent right to receive one share of JEC common stock.
Represents receiving 150% of the target share amount that may be issued pursuant to an award of performance stock units. The actual number of shares to be issued upon vesting can range from 0% to 150% of the number of performance stock units awarded, depending on the stock price performance of JEC common stock relative to the stock price performance of a defined group of industry peers.
- (4) Represents receiving 200% of the target share amount that may be issued pursuant to an award of performance stock units. The actual number of shares to be issued upon vesting can range from 0% to 200% of the number of performance stock units awarded, depending on the growth of the company's net earnings.
- (5) Represents receiving 200% of the target share amount that may be issued pursuant to an award of performance stock units. The actual number of shares to be issued upon vesting can range from 0% to 200% of the number of performance stock units awarded, depending on the growth of the company's net earnings.

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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