THAWERBHOY NAZIM G

Form 4 May 31, 2011

FORM 4

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

OMB 3235-0287 Number:

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * THAWERBHOY NAZIM G

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

JACOBS ENGINEERING GROUP

(Check all applicable)

INC /DE/ [JEC]

Director 10% Owner

(First)

(Street)

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

X_ Officer (give title below)

Other (specify below)

1111 S. ARROYO PARKWAY 05/26/2011

(Middle)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Senior Vice President

Person

PASADENA, CA 91105

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

Following Reported (A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 44.91	05/26/2011		A	5,000	05/26/2012	05/26/2021	Common Stock	5,000
Market Stock Unit	<u>(1)</u>	05/26/2011		A	12,000 (2)	(3)	(3)	Common Stock	12,000 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships						
Toporous o marinamo, marios	Director	10% Owner	Officer	Other			
THAWERBHOY NAZIM G			Senior				
1111 S. ARROYO PARKWAY			Vice				
PASADENA, CA 91105			President				

Signatures

/s/ Geoffrey P.
Sanders

**Signature of Reporting Person

O5/26/2011

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) Each market stock unit award represents a contingent right to receive one share of JEC common stock.
- Represents receiving 200% of the target shares which may be issued pursuant to award of market stock units. The actual number of shares (2) to be issued upon vesting can range from 0% to 200% of the number of market stock units awarded depending on the stock price
- (2) to be issued upon vesting can range from 0% to 200% of the number of market stock units awarded depending on the stock price performance of JEC common stock.
- (3) The market stock units award will vest on May 26, 2014.

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.

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