

Berryman Kevin C
Form 4
November 28, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Berryman Kevin C

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
CHIEF FINANCIAL OFFICER

(Street)
DALLAS, TX 75201

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common Stock | 11/26/2018 | | M ⁽¹⁾ | (A) or (D) Amount (2) 15,824 | Price 117,223 | D | |
| Common Stock | 11/26/2018 | | F | (3) 6,227 | \$ 65.27 | D | |
| Common Stock | 11/26/2018 | | M ⁽¹⁾ | (4) 16,846 | 127,842 | D | |
| Common Stock | 11/26/2018 | | F | (3) 8,353 | \$ 65.27 | 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) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Stock Unit | \$ 0 ⁽⁵⁾ | 11/26/2018 | | M ⁽¹⁾ | | 15,824 ⁽²⁾ | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 15,824 ⁽²⁾ |
| Performance Stock Unit | \$ 0 ⁽⁵⁾ | 11/26/2018 | | M ⁽¹⁾ | | 16,846 ⁽⁴⁾ | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 16,846 ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berryman Kevin C 1999 BRYAN STREET, SUITE 1200 DALLAS, TX 75201 | | | CHIEF FINANCIAL OFFICER | |

Signatures

Kevin C.
Berryman 11/28/2018

**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 November 19, 2015 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 140.9% of the number of performance stock units initially awarded, with such percentage based on the growth of the Company's net earnings over the three year performance period.

- (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.

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- The number of performance stock units that vested, and therefore, the number of shares of JEC common stock issued upon vesting,
- (4) represents 150% 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.
 - (5) Each performance stock unit award represented a contingent right to receive one share of JEC common stock.
 - (6) The performance stock units awarded vested on November 26, 2018.

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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