

JACOBS ENGINEERING GROUP INC /DE/

Form 4

June 02, 2014

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

OMB APPROVAL

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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 *
THAWERBHOY NAZIM G2. Issuer Name **and** Ticker or Trading
SymbolJACOBS ENGINEERING GROUP
INC /DE/ [JEC]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

155 NORTH LAKE

(Street)

PASADENA, CA 91101

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/20144. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Senior Vice President

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 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	05/29/2014		M ⁽¹⁾	(A) or (D) V Amount Price 7,352 (2)	A 11 14,169	D	
Common Stock	05/29/2014		F ⁽³⁾	2,945 D \$ 54.75	11,224	D	

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

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information contained in this form are not
required to respond unless the form
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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 (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. Price or Derivative Security (Instr. 3)
Market Stock Unit	(4)	05/29/2014		M(1)	7,352(2)	(5) (5)	Common Stock	7,352(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THAWERBHOY NAZIM G 155 NORTH LAKE PASADENA, CA 91101			Senior Vice President	

Signatures

/s/ Geoffrey P Sanders 06/02/2014

**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 distribution of JEC common stock upon vesting of market stock units acquired on May 26, 2011 pursuant to the 1999 Stock Incentive Plan.

The number of market stock units that vested, and therefore the number of shares of JEC common stock issued upon vesting, represents

(2) 122.54% of the number of market stock units initially awarded, with such percentage based on the stock price performance of JEC common stock at the end of the three years vesting period relative to the stock price at the beginning of the vesting period.

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

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

(5) The market stock units award vested 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.

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