

JACOBS ENGINEERING GROUP INC /DE/

Form 4/A

July 02, 2015

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KREMER ANDREW F

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 NORTH LAKE AVE

(Street)

PASADENA, CA 91101

(City)

(State)

(Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/08/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
06/10/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 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	06/08/2015 <sup>(1)</sup>		M <sup>(2)</sup>	Amount 1,925 (1) (3)	A 27,756	D	
Common Stock	06/08/2015 <sup>(1)</sup>		F	724 <sup>(1)</sup> (4)	\$ 27,032 42.65	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)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit	\$ 0 <sup>(5)</sup>	06/08/2015 <sup>(1)</sup>		M <sup>(2)</sup>	1,925 <sup>(1) (3)</sup>	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	1,925 <sup>(1) (3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KREMER ANDREW F 155 NORTH LAKE AVE PASADENA, CA 91101	Executive Vice President

## Signatures

/s/ Geoffrey P. Sanders 07/02/2015

\*\*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).

The Form 4, as originally filed, incorrectly reported the number of performance stock units that vested, the number of JEC common stock issued upon vesting and the number of JEC common stock tendered for tax withholding upon vesting. The Form 4, as amended by this Form 4/A, correctly reports such information.

(1) Represents distribution of JEC common stock upon vesting of performance stock units awarded on May 24, 2012 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 56.32% 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 vesting 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.

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

(5) The performance stock units award vested on May 28, 2015

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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