

AECOM  
Form 4  
February 23, 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  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RUTLEDGE WILLIAM P**

(Last) (First) (Middle)

**C/O AECOM, 1999 AVENUE OF  
THE STARS, SUITE 2600**

(Street)

**LOS ANGELES, CA 90067**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**AECOM [ACM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/19/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/19/2015		M	10,000	A \$ 27	10,000	D
Common Stock	02/19/2015		S	10,000	D \$ 28.3883 (1)	0	D
Common Stock						31,692	I by William P Rutledge TTEE, Gertrude Rutledge TTEE U/A DTD

06/10/1995  
Rutledge  
Living  
Trust

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 27	02/19/2015		M		10,000		08/28/2008	02/28/2015	Common Stock	10,000
Stock Option	\$ 21.01							03/05/2010	03/05/2016	Common Stock	10,000
Stock Option	\$ 28.67							03/05/2011	03/05/2017	Common Stock	4,956
Stock Option	\$ 28.44							03/03/2012	03/03/2018	Common Stock	5,160
Restricted Stock Unit	(2)							(3)	(3)	Common Stock	4,112

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RUTLEDGE WILLIAM P C/O AECOM 1999 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X

## Signatures

/s/ Preston Hopson, Attorney-in-Fact for William P.  
Rutledge

02/23/2015

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$28.38 to \$ 28.40. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (1) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (2) The restricted stock units vest on March 4, 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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