

AECOM
Form 4

December 17, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burke Michael S

(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)
12/15/2015

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) Chairman & CEO

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	12/15/2015		F	30,365 D	\$ 29.92	46,629	D
Common Stock	12/15/2015		M	34,326 A	<u>11</u>	80,955	D
Common Stock	12/15/2015		A ⁽²⁾	52,607 A	<u>3</u>	133,562	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
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SEC 1474
(9-02)

number.

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Unit	(1)	12/15/2015		M	64,691	12/15/2015 (1)	Common Stock 64,
Restricted Stock Unit	(4)	12/15/2015		A	140,375	(5) (5)	Common Stock 140

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Burke Michael S C/O AECOM 1999 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X Chairman & CEO

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Michael S. Burke

12/17/2015

__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).

Each restricted stock unit represented a contingent right to receive one share of AECOM common stock. On December 15, 2015, 64,691

- (1) of the reporting person's restricted stock units vested and were settled for an equal number of shares of AECOM common stock less any applicable tax withholding.
- (2) Shares acquired pursuant to AECOM's Performance Earnings Program under 2006 Stock Incentive Plan.
- (3) Pursuant to the terms of AECOM's Performance Earnings Program, the calculation to determine the number of shares awarded under the Program was performed using a per share value equal to the closing price on December 15, 2015.
- (4) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (5) The restricted stock units vest in December 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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