

AECOM
Form 4
July 12, 2016

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Donnelly Michael John

(Last) (First) (Middle)

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

(Street)

LOS ANGELES 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/11/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

President, End Markets

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 (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 Ownership (Instr. 4)
Common Stock	07/11/2016		S ⁽¹⁾	5,700 D	\$ 33 12,880 ⁽²⁾	D	
Common Stock					1,006.6409	I	by Merrill Lynch under AECOM Retirement & Savings Plan (RSP)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control 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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)					(4)	(4)	Common Stock	5,134	
Restricted Stock Units	(3)					(5)	(5)	Common Stock	6,171	
Restricted Stock Unit	(3)					(6)	(6)	Common Stock	7,019	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Donnelly Michael John C/O AECOM 1999 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES 90067	President, End Markets

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Michael John Donnelly 07/12/2016

__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).

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- (1) The sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on May 31, 2016.
- (2) Includes shares acquired from the AECOM Employee Stock Purchase Plan.
- (3) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (4) The restricted stock units vest in December 2016.
- (5) The restricted stock units vest in December 2017.
- (6) 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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