

Frost James A  
 Form 4  
 March 19, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Frost James A

2. Issuer Name and Ticker or Trading Symbol  
 TUTOR PERINI CORP [TPC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/15/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & COO

C/O TUTOR PERINI CORPORATION, 15901 OLDEN STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SYLMAR, CA 91342

(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 (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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/15/2018		M	84,004	A	610,331	D
Common Stock	03/15/2018		F	33,055	D	\$ 22.4	577,276 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)

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**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. Amount or Number of Shares
Restricted Stock Units	(1)	03/15/2018		M	84,004	(2) (2)	Common Stock	84,004
Restricted Stock Units	(1)	03/15/2018		D	15,996	(2) (2)	Common Stock	15,996
Employee Stock Option (Right to Buy)	\$ 23.56	03/15/2018		D	15,996	(2) (2)	Common Stock	15,996

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frost James A C/O TUTOR PERINI CORPORATION 15901 OLDEN STREET SYLMAR, CA 91342	X		President & COO	

## Signatures

/s/John D. Barrett,  
attorney-in-fact

03/19/2018

\*\*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) The restricted stock units (RSUs) convert into common stock of Tutor Perini Corporation on a 1-for-1 basis upon vesting.

On March 7, 2017, the reporting person was granted 100,000 RSUs and 100,000 stock options (SOs) vesting on March 15, 2018, based on the achievement of a performance target for the year ending December 31, 2017; approximately 84% of the award was earned. The RSUs and SOs were previously voluntarily reported on Form 4.

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- (3) Includes 93,197 stock options that vested on March 15, 2017, upon the achievement of performance criteria for the year ended December 31, 2016 (as reported on Form 4 on March 17, 2017).

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