

AECOM TECHNOLOGY CORP
 Form 4
 February 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Dionisio John M

(Last) (First) (Middle)

C/O AECOM TECHNOLOGY CORPORATION, 555 S. FLOWER STREET, SUITE 3700

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 02/03/2014 | | S ⁽¹⁾ | 10,000 D \$ 28.695 | 245,640 | D | |
| Common Stock | 02/04/2014 | | S ⁽¹⁾ | 5,482 D \$ 30 | 240,158 | D | |
| Common Stock | | | | | 16,300 | I | by John M Dionisio & Rose Lucy Dionisio JTWROS |

| | | | |
|--------------|-------------|---|--|
| Common Stock | 164,948 | I | by John M Dionisio Family Irrevocable Trust |
| Common Stock | 87,769.8264 | 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 required to respond unless the form displays a currently valid OMB control number.

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. F Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 23.94 | | | | | <u>(3)</u> 12/01/2015 | Common Stock | 98,281 | |
| Employee Stock Option | \$ 24.45 | | | | | <u>(4)</u> 12/02/2016 | Common Stock | 145,349 | |
| Employee Stock Option | \$ 27.54 | | | | | <u>(5)</u> 12/08/2017 | Common Stock | 4,083 | |
| Restricted Stock Unit | <u>(6)</u> | | | | | <u>(7)</u> <u>(7)</u> | Common Stock | 35,685 | |
| Restricted Stock Unit | <u>(6)</u> | | | | | <u>(8)</u> <u>(8)</u> | Common Stock | 108,755 | |

| | | | | | |
|--------------------------|-----|-----|-----|-----------------|--------|
| Restricted Stock Unit | (6) | (9) | (9) | Common Stock | 84,874 |
|--------------------------|-----|-----|-----|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dionisio John M C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071 | X | | Chairman & CEO | |

Signatures

/s/ Preston Hopson, Attorney-in-Fact for John M.
Dionisio

02/05/2014

 **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 sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on December 16, 2013.

(2) This transaction was executed in multiple trades at prices ranging from \$28.53 to \$28.97. 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.

(3) The options vested in three equal annual installments beginning on December 1, 2009.

(4) The options vested in three equal annual installments beginning on December 2, 2010.

(5) The options vested in three equal annual installments beginning on December 8, 2011.

(6) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.

(7) The restricted stock units vest in three equal annual installments beginning December 2012.

(8) The restricted stock units vest in December 2015.

(9) The restricted stock units vest in December 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.