

AECOM  
Form 4  
March 16, 2015

**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 \*  
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)  
03/11/2015

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                    | 03/11/2015                           |                                                    | A <sup>(1)</sup>               | 10,000 A                                                          | \$ 29.2991 37,522.8165                                                                        | I                                                        | by Merrill Lynch under AECOM Retirement & Savings Plan (RSP) |
| Common Stock                    | 03/11/2015                           |                                                    | S <sup>(1)</sup>               | 10,000 D                                                          | \$ 29.2904 41,100                                                                             | D                                                        |                                                              |

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. De Se (In |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount or Number of Shares |
| Employee Stock Option                      | \$ 23.94                                               |                                      |                                                    |                                |                                                                                         | (2)                                                      | 12/01/2015                                                    | Common Stock | 41,770                     |
| Employee Stock Option                      | \$ 24.45                                               |                                      |                                                    |                                |                                                                                         | (3)                                                      | 12/02/2016                                                    | Common Stock | 58,140                     |
| Employee Stock Option                      | \$ 27.54                                               |                                      |                                                    |                                |                                                                                         | (4)                                                      | 12/08/2017                                                    | Common Stock | 66,561                     |
| Employee Stock Option                      | \$ 31.62                                               |                                      |                                                    |                                |                                                                                         | (5)                                                      | 03/05/2024                                                    | Common Stock | 638,570                    |
| Restricted Stock Units                     | (6)                                                    |                                      |                                                    |                                |                                                                                         | (7)                                                      | (7)                                                           | Common Stock | 64,691                     |
| Restricted Stock Units                     | (6)                                                    |                                      |                                                    |                                |                                                                                         | (8)                                                      | (8)                                                           | Common Stock | 50,651                     |
| Restricted Stock Units                     | (6)                                                    |                                      |                                                    |                                |                                                                                         | (8)                                                      | (8)                                                           | Common Stock | 17,711                     |
| Restricted Stock Units                     | (6)                                                    |                                      |                                                    |                                |                                                                                         | (9)                                                      | (9)                                                           | Common Stock | 111,077                    |
| Restricted Stock Units                     | (6)                                                    |                                      |                                                    |                                |                                                                                         | (10)                                                     | (10)                                                          | Common Stock | 154,274                    |

## Reporting Owners

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

## Signatures

|                                                           |            |
|-----------------------------------------------------------|------------|
| /s/ Preston Hopson, Attorney-in-Fact for Michael S. Burke | 03/16/2015 |
| <u>        </u> **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) Mr. Burke purchased 10,000 shares in his Retirement & Savings Plan (401(k) account) and sold the equivalent number of shares as a part of portfolio rebalancing transactions.
  - (2) The option vested in three equal annual installments beginning on December 1, 2009.
  - (3) The option vested in three equal annual installments beginning on December 2, 2010.
  - (4) The option vested in three equal annual installments beginning on December 8, 2011.
  - (5) The option vests on March 9, 2019.
  - (6) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
  - (7) The restricted stock units vest in December 2015.
  - (8) The restricted stock units vest in December 2016.
  - (9) The restricted stock units vest in December 2017.
  - (10) The restricted stock units vest in three equal annual installments beginning on November 19, 2017.

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.