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JACOBS ENGINEERING GROUP INC /DE/

Form 4

December 01, 2005

FORM 4

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

OMB Number:

3235-0287

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction

1(b).

Common

Stock

12/01/2005

(Print or Type Responses)

| 1. Name and Address of Reporting Person * LAURANCE DALE R | | | 2. Issuer Name and Ticker or Trading Symbol JACOBS ENGINEERING GROUP INC /DE/ [JEC] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|---|--------------|---|--|---|--|----------|--|--|---|--|
| (Last) 1111 S. AR | (First) (N | Middle) | 3. Date of (Month/D) 12/01/20 | | | | | _X_ Director Officer (give below) | | Owner er (specify | |
| | (Street) | | | ndment, Da hth/Day/Year | U | [| | 6. Individual or Jo Applicable Line) _X_ Form filed by 0 | • | <u>.</u> | |
| PASADENA | | | | | | Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-L | Perivative S | Securi | ties Acq | uired, Disposed of | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Executio any | | 3. Transactic Code (Instr. 8) | 4. Securit on(A) or Di (Instr. 3, | sposed | of (D) | 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) | |

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

M

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

16,000

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2,000

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| 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. Transactic Code (Instr. 8) | 5. Number proof 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) | |
|---|---|--------------------------------------|---|--|--|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 14.29 | 12/01/2005 | | M | 2,000 | 03/01/1997 | 03/01/2006 | Common Stock | 2,000 |

Reporting Owners

Relationships

LAURANCE DALE R 1111 S. ARROYO PARKWAY X PASADENA, CA 91105

Signatures

Geoffrey P. Sanders, by Power of Attorney 12/01/2005

**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 price of the stock options is zero.

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.

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