## Edgar Filing: BARBER WALTER C - Form 4

BARBER W Form 4	ALTER C										
February 09,				OMB APPROVAL OMB 3235-0287							
Check th if no long subject to Section 1 Form 4 o	ser <b>STATEN</b> 6.						LOW	NERSHIP OF	Number: Expires: Estimated a burden hour response	January 31, 2005 verage	
Form 5 obligatio may cont <i>See</i> Instru- 1(b). (Print or Type I	ns Section 17( uction	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									
1. Name and Address of Reporting Person <u>*</u> BARBER WALTER C			2. Issuer Name <b>and</b> Ticker or Trading Symbol JACOBS ENGINEERING GROUP INC /DE/ [JEC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 11111 S. ARROYO PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 02/08/2006					Director 10% Owner X Officer (give title Other (specify below) below) Group Vice President			
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
PASADEN	A, CA 91105							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative S	Securi	ities Acq	uired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed and 5 (A)	l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/08/2006			Code V M	Amount 10,000	or (D) A	Price \$ 15.46	(Instr. 3 and 4) 14,566	D		
Common Stock	02/08/2006			F	4,311	D	\$ 83	10,255	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.

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Option	\$ 15.46	02/08/2006		Х	10,000	05/27/2000	05/27/2009	Common Stock	10,000

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
BARBER WALTER C 1111 S. ARROYO PARKWAY PASADENA, CA 91105			Group Vice President				
Signatures							
Geoffrey P. Sanders, by Power of Attorney	f	02/08/					
**Signature of Reporting Person		Dat	e				

## **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 option 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.