

Pai Vinayak Ratnakar
 Form 4
 April 30, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Pai Vinayak Ratnakar

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) (First) (Middle)
 1999 BRYAN STREET, #1200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/26/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, ECR

DALLAS, TX 75201

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

(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) Code V Amount Price			
Common Stock	04/26/2019		F	1,078 (1) \$ 78.98	11,248	D	
Common Stock	04/26/2019		J(2)	1,885 \$ 78.98	9,363	D	

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

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 (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. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 42.74	04/26/2019		J ⁽³⁾	1,158	⁽⁴⁾ / ⁽⁴⁾	Common Stock	1,158

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pai Vinayak Ratnakar 1999 BRYAN STREET #1200 DALLAS, TX 75201			President, ECR	

Signatures

Kevin C. Berryman - Attorney-in-Fact for Vinayak Ratnakar Pai 04/30/2019

**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) Represents number of shares of JEC common stock tendered for tax withholding upon vesting of restricted stock units pursuant to the Company's 1999 Stock Incentive Plan.
- (2) Represents restricted stock units which forfeited in connection with the closing of the sale of the Company's Energy, Chemicals & Resources division to WorleyParsons Limited on April 26, 2019. Pursuant to the terms of the Amended and Restated Stock and Asset Purchase Agreement, dated as of April 26, 2019, by and between the Company and WorleyParsons Limited (the "Purchase Agreement"), the value of the forfeited restricted stock units will be replaced by equity of WorleyParsons Limited.
- (3) Represents unvested options which forfeited in connection with the closing of the sale of the Company's Energy, Chemicals & Resources division to WorleyParsons Limited on April 26, 2019. Pursuant to the terms of the Purchase Agreement, the value of the forfeited options will be replaced by equity of WorleyParsons Limited.
- (4) Stock options are forfeited.

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

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