

SMALLEY GARY G.
Form 4
March 19, 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 *
SMALLEY GARY G.

(Last) (First) (Middle)

C/O TUTOR PERINI CORPORATION, 15901 OLDEN STREET

(Street)

SYLMAR, CA 91342

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TUTOR PERINI CORP [TPC]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Executive VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2019		A		13,096	A	29,444
Common Stock	03/15/2019		F		6,885	D	\$ 18.51

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

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SEC 1474 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.06	03/15/2019		A	13,096	03/15/2019 ⁽²⁾ 09/01/2025	Common Stock	13,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMALLEY GARY G. C/O TUTOR PERINI CORPORATION 15901 OLDEN STREET SYLMAR, CA 91342			Executive VP and CFO	

Signatures

/s/John D. Barrett,
Attorney-in-Fact
Date: 03/19/2019

**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) On March 13, 2018, the reporting person was granted 15,000 restricted stock units (RSUs) (target amount) that vested on March 15, 2019 upon the achievement of performance criteria for the year ended December 31, 2018; approximately 87% of RSUs at target were earned. The RSUs convert into common stock of TPC on a 1-for-1 basis.
- (2) On March 13, 2018 the reporting person was granted 15,000 stock options (SOs) that vested on March 15, 2019 upon the achievement of performance criteria for the year ended December 31, 2018; approximately 87% of SOs at target were earned.
- (3) Includes 15,000 stock options that vested on March 15, 2017 and 15,000 stock options that vested on March 15, 2018, based upon the achievement of performance criteria for the years ended December 31, 2016 and 2017, respectively, (as reported on Form 4s on March 17, 2017 and March 19, 2018, respectively)

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.