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JACOBS ENGINEERING GROUP INC /DE/

Form 4

February 09, 2007

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. Form 4 or

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

January 31, Expires: 2005 Estimated average

OMB APPROVAL

burden hours per response...

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * STASSI PHILIP J

2. Issuer Name and Ticker or Trading

JACOBS ENGINEERING GROUP

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle)

3. Date of Earliest Transaction

10% Owner

(Check all applicable)

1111 SOUTH ARROYO

PARKWAY

Stock

(Month/Day/Year)

02/08/2007

INC /DE/ [JEC]

Director X_ Officer (give title Other (specify below) below)

Group Vice President

D

(Street)

02/08/2007

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

> Form filed by More than One Reporting Person

PASADENA, CA 91105-

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 4. Securities Acquired 1. Title of 3. 5. Amount of 6. 7. Nature of

Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) or

9.203

D

(Instr. 3 and 4) Code V Price Amount (D) Common 02/08/2007 M 16,000 Α 31,746 D Stock 32.88 Common

F

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. Transactic 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 A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 32.88	02/08/2007		X		16,000	06/07/2002	06/07/2011	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STASSI PHILIP J 1111 SOUTH ARROYO PARKWAY PASADENA, CA 91105-

Group Vice President

Signatures

Geoffrey P. 02/08/2007 Sanders

**Signature of Date
Reporting Person

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.

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