

JACOBS ENGINEERING GROUP INC /DE/
 Form 4
 June 07, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
THIESING JAMES W

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)
1111 SOUTH ARROYO PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2007

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
Group Vice President

PASADENA, CA 91105-

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/06/2007 | | M | | 5,000 | A | \$ 19.595 |
| Common Stock | 06/06/2007 | | M | | 10,000 | A | \$ 19.96 |
| Common Stock | 06/06/2007 | | M | | 6,665 | A | \$ 23.345 |
| Common Stock | 06/06/2007 | | M | | 4,500 | A | \$ 26.95 |
| Common Stock | 06/06/2007 | | F | | 14,986 | D | \$ 57.98 |

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

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Option | \$ 19.595 | 06/06/2007 | | X | 5,000 | 05/24/2003 | 05/24/2012 | Common Stock | 5,000 |
| Stock Option | \$ 19.96 | 06/06/2007 | | X | 10,000 | 05/22/2004 | 05/22/2013 | Common Stock | 10,000 |
| Stock Option | \$ 23.345 | 06/06/2007 | | X | 6,665 | 06/24/2005 | 06/24/2011 | Common Stock | 6,665 |
| Stock Option | \$ 26.95 | 06/06/2007 | | X | 4,500 | 06/23/2006 | 06/23/2012 | Common Stock | 4,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THIESING JAMES W
1111 SOUTH ARROYO PARKWAY
PASADENA, CA 91105-

Group Vice President

Signatures

Geoffrey P.
Sanders

06/07/2007

**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 option is zero.

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