

JACOBS ENGINEERING GROUP INC /DE/
 Form 4
 January 29, 2008

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 *
 Williams Mark S

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)
 01/25/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ 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 or Disposed of (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)
				(A) or (D)	Amount	Price			
Common Stock	12/31/2007		J ⁽¹⁾	V	14	A \$ 90.83	6,883	D	
Common Stock	01/25/2008		M		4,000	A \$ 16.44	10,883	D	
Common Stock	01/25/2008		M		2,000	A \$ 19.595	12,883	D	
Common Stock	01/25/2008		M		1,000	A \$ 19.96	13,883	D	
Common Stock	01/25/2008		M		2,000	A \$ 23.345	15,883	D	

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Common Stock	01/25/2008	M	5,000	A	\$ 35.46	20,883	D
Common Stock	01/25/2008	M	3,703	A	\$ 37.35	24,586	D
Common Stock	01/25/2008	F	9,388	D	\$ 77.18	15,198	D
Common Stock	01/29/2008	S	1,250	D	\$ 77.855	13,948	D

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

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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. Amount or Number of Shares
Stock Option	\$ 16.44	01/25/2008		X	4,000	06/07/2002 06/07/2011	Common Stock	4,000
Stock Option	\$ 19.595	01/25/2008		X	2,000	05/24/2003 05/24/2012	Common Stock	2,000
Stock Option	\$ 19.96	01/25/2008		X	1,000	05/22/2004 05/22/2013	Common Stock	1,000
Stock Option	\$ 23.345	01/25/2008		X	2,000	06/24/2005 06/24/2011	Common Stock	2,000
Stock Option	\$ 35.46	01/25/2008		X	5,000	01/20/2007 01/20/2013	Common Stock	5,000
Stock Option	\$ 37.35	01/25/2008		X	3,703	06/22/2007 06/22/2013	Common Stock	3,703

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Mark S 1111 SOUTH ARROYO PARKWAY PASADENA, CA 91105-			Group Vice President	

Signatures

Geoff P.
Sanders 01/29/2008

__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) acquisition pursuant to IRC Sec. 423 qualified employee stock purchase plan
- (2) 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.