WATSON NOEL G Form 4 March 04, 2008

### FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WATSON NOEL G			2. Issuer Name <b>and</b> Ticker or Trading Symbol JACOBS ENGINEERING GROUP INC /DE/ [JEC]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
	TH ARROYO		3. Date of Earliest Transaction (Month/Day/Year) 03/04/2008				X Director 10% Owner X Officer (give title Other (specify low) below) executive Chairman				
PARKWAY											
(Street)			4. If Amendment, Date Original			6. Ind	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
PASADENA, CA 91105-						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tal	ole I - Non	-Derivative Securities Acq	quired,	Disposed of, o	or Beneficially	y Owned		
1.Title of	2. Transaction Date	2A. Deemed	d	3.	4. Securities Acquired (A)	) or 5.	. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution D	Date, if	Transactio	orDisposed of (D)		ecurities	Ownership	Indirect		
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	В	Beneficially	Form:	Beneficial		
		(Month/Day	y/Year)	(Instr. 8)		O	Owned	Direct (D)	Ownership		

Code V (D) Price Amount Common 03/04/2008 S 100,000 D 1,323,447 D Stock 78.6409

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(A)

or

(Instr. 4)

or Indirect

(Instr. 4)

(I)

#### Edgar Filing: WATSON NOEL G - Form 4

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					, )						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
coporaing of the common contraction	Director	10% Owner	Officer	Other			
WATSON NOEL G							
1111 SOUTH ARROYO PARKWAY	X		executive Chairman				
PASADENA, CA 91105-							

## **Signatures**

Geoffrey P.
Sanders

\*\*Signature of Reporting Person

O3/04/2008

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).

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.

Reporting Owners 2