

TUTOR PERINI Corp
Form 4
June 02, 2009

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 *
TUTOR RONALD N

(Last) (First) (Middle)

C/O PERINI CORP, 73 MT.
WAYTE AVE

(Street)

FRAMINGHAM, MA 01701

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/28/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | |
|--------------------------------------|------------------------------|------------------|------------|------------------------------------------------------|---------|-----|----------------------------|-----------------|--------------|----|-----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am | Nu |
| | | | | | | | | | | | Sha |
| Restricted Stock Unit | <u>(1)</u> | 05/28/2009 | A | | 150,000 | | 05/28/2010 ⁽²⁾ | ⁽²⁾ | Common Stock | 15 | |
| Restricted Stock Unit | <u>(1)</u> | 05/28/2009 | A | | 150,000 | | 05/28/2011 ⁽³⁾ | ⁽³⁾ | Common Stock | 15 | |
| Restricted Stock Unit | <u>(1)</u> | 05/28/2009 | A | | 150,000 | | 05/28/2012 ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 15 | |
| Restricted Stock Unit | <u>(1)</u> | 05/28/2009 | A | | 150,000 | | 05/28/2013 ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 15 | |
| Restricted Stock Unit | <u>(1)</u> | 05/28/2009 | A | | 150,000 | | 05/28/2014 ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 15 | |
| Employee Stock Option (Right to Buy) | \$ 20.33 | 05/28/2009 | A | | 150,000 | | 05/28/2010 ⁽⁷⁾ | 05/28/2019 | Common Stock | 15 | |
| Employee Stock Option (Right to Buy) | \$ 20.33 | 05/28/2009 | A | | 150,000 | | 05/28/2011 ⁽⁸⁾ | 05/28/2019 | Common Stock | 15 | |
| Employee Stock Option (Right to Buy) | \$ 20.33 | 05/28/2009 | A | | 150,000 | | 05/28/2012 ⁽⁹⁾ | 05/28/2019 | Common Stock | 15 | |
| Employee Stock Option (Right to Buy) | \$ 20.33 | 05/28/2009 | A | | 150,000 | | 05/28/2013 ⁽¹⁰⁾ | 05/28/2019 | Common Stock | 15 | |
| Employee Stock Option (Right to Buy) | \$ 20.33 | 05/28/2009 | A | | 150,000 | | 05/28/2014 ⁽¹¹⁾ | 05/28/2019 | Common Stock | 15 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| TUTOR RONALD N C/O PERINI CORP 73 MT. WAYTE AVE FRAMINGHAM, MA 01701 | X | X | Chairman & CEO | |

Signatures

| | |
|--------------------------------------------|------------|
| /s/Steven M. Meilicke, Attorney in fact | 06/02/2009 |
| **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 restricted stock units convert into common stock of Tutor Perini Corporation (the "Company") on a 1 for 1 basis upon vesting.
 - (2) The restricted stock units vest on May 28, 2010, subject to the achievement of certain performance criteria for the period July 1, 2009 through December 31, 2009.
 - (3) The restricted stock units vest on May 28, 2011, subject to the achievement of certain performance criteria for fiscal year 2010.
 - (4) The restricted stock units vest on May 28, 2012, subject to the achievement of certain performance criteria for fiscal year 2011.
 - (5) The restricted stock units vest on May 28, 2013, subject to the achievement of certain performance criteria for fiscal year 2012.
 - (6) The restricted stock units vest on May 28, 2014, subject to the achievement of certain performance criteria for fiscal year 2013.
 - (7) The stock options become exercisable on May 28, 2010, subject to the achievement of certain performance criteria for the period July 1, 2009 through December 31, 2009.
 - (8) The stock options become exercisable on May 28, 2011, subject to the achievement of certain performance criteria for fiscal year 2010.
 - (9) The stock options become exercisable on May 28, 2012, subject to the achievement of certain performance criteria for fiscal year 2011.
 - (10) The stock options become exercisable on May 28, 2013, subject to the achievement of certain performance criteria for fiscal year 2012.
 - (11) The stock options become exercisable on May 28, 2014, subject to the achievement of certain performance criteria for fiscal year 2013.

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.