

AECOM TECHNOLOGY CORP
 Form 4
 February 05, 2014

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 *
 Dionisio John M

(Last) (First) (Middle)

C/O AECOM TECHNOLOGY CORPORATION, 555 S. FLOWER STREET, SUITE 3700

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 AECOM TECHNOLOGY CORP [ACM]

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2014

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 Indirect Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	02/03/2014		S ⁽¹⁾			10,000	D	\$ 28.695 ⁽²⁾	245,640	D	
Common Stock	02/04/2014		S ⁽¹⁾			5,482	D	\$ 30	240,158	D	
Common Stock									16,300	I	by John M Dionisio & Rose Lucy Dionisio JTWROS

Common Stock	164,948	I	by John M Dionisio Family Irrevocable Trust
Common Stock	87,769.8264	I	by Merrill Lynch under AECOM Retirement & Savings Plan (RSP)

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)	8. F Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 23.94					<u>(3)</u> 12/01/2015	Common Stock	98,281	
Employee Stock Option	\$ 24.45					<u>(4)</u> 12/02/2016	Common Stock	145,349	
Employee Stock Option	\$ 27.54					<u>(5)</u> 12/08/2017	Common Stock	4,083	
Restricted Stock Unit	<u>(6)</u>					<u>(7)</u> <u>(7)</u>	Common Stock	35,685	
Restricted Stock Unit	<u>(6)</u>					<u>(8)</u> <u>(8)</u>	Common Stock	108,755	

Restricted Stock Unit	(6)	(9)	(9)	Common Stock	84,874
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dionisio John M C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071	X		Chairman & CEO	

Signatures

/s/ Preston Hopson, Attorney-in-Fact for John M.
Dionisio

02/05/2014

 **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 sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on December 16, 2013.

This transaction was executed in multiple trades at prices ranging from \$28.53 to \$28.97. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) The options vested in three equal annual installments beginning on December 1, 2009.

(3) The options vested in three equal annual installments beginning on December 2, 2010.

(4) The options vested in three equal annual installments beginning on December 8, 2011.

(5) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.

(6) The restricted stock units vest in three equal annual installments beginning December 2012.

(7) The restricted stock units vest in December 2015.

(8) The restricted stock units vest in December 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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