

PERINI CORP
Form 4
March 16, 2006

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 *
SHAW CRAIG W

(Last) (First) (Middle)

73 MT WAYTE AVE

(Street)

FRAMINGHAM, MA 01701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PERINI CORP [PCR]

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2006

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)

President, Perini Building Co.

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/14/2006		M		10,000 A \$ 4.5	D	
Common Stock	03/14/2006		S ⁽¹⁾		1,000 D \$ 28.8	D	
Common Stock	03/14/2006		S ⁽¹⁾		1,000 D \$ 29.01	D	
Common Stock	03/14/2006		S ⁽¹⁾		100 D \$ 29	D	
Common Stock	03/14/2006		S ⁽¹⁾		900 D \$ 28.93	D	

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Common Stock	03/14/2006	<u>S⁽¹⁾</u>	700	D	\$ 28.87	6,300	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	300	D	\$ 28.8	6,000	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	800	D	\$ 28.99	5,200	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	200	D	\$ 28.95	5,000	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	500	D	\$ 29.16	4,500	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	500	D	\$ 29.09	4,000	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	200	D	\$ 29.16	3,800	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	800	D	\$ 29.08	3,000	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	200	D	\$ 29.27	2,800	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	500	D	\$ 29.3	2,300	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	100	D	\$ 29.29	2,200	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	200	D	\$ 29.25	2,000	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	700	D	\$ 29.28	1,300	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	300	D	\$ 29.27	1,000	D
Common Stock	03/14/2006	<u>S⁽¹⁾</u>	1,000	D	\$ 29.14	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Code V						
Employee Stock Option (right to buy)	\$ 4.5	03/14/2006	M	10,000	03/29/2000	05/24/2010	Common Stock	10,000	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other
SHAW CRAIG W 73 MT WAYTE AVE FRAMINGHAM, MA 01701	President, Perini Building Co.

Signatures

/s/Michael E. Ciskey, Attorney
in fact

03/16/2006

**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 sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 17, 2004.
- (2) Granted an option to purchase 400,000 shares of Common Stock at an exercise price of \$4.50 per share; 33.33% of such shares vested on 3/2000; an additional 33.34% vested on 3/2001 and an additional 33.33% vested on 3/2002.

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.