

AECOM TECHNOLOGY CORP

Form 4/A

November 21, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MASTERS JOSEPH

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O AECOM, 1999 AVENUE OF
THE STARS, SUITE 3700**

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
General Counsel

(Street)
LOS ANGELES, CA 90067

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/21/2014

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (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) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | 10/17/2014 | | A ⁽¹⁾ | V Amount <u>28,409</u> ⁽²⁾ | (A) or (D) Price <u>(1)</u> <u>(2)</u> | 28,409 | 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
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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)**

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| 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| MASTERS JOSEPH C/O AECOM 1999 AVENUE OF THE STARS, SUITE 3700 LOS ANGELES, CA 90067 | General Counsel |

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Joseph Masters 11/21/2014

**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).

- The shares were acquired in the acquisition of URS Corporation (the "Merger") by AECOM Technology Corporation ("AECOM") under the Agreement and Plan of Merger, dated July 11, 2014, by and among AECOM, URS Corporation, ACM Mountain I, LLC and ACM Mountain II, LLC (the "Merger Agreement"). Upon consummation of the Merger, each share of URS Corporation's common and
- (1) restricted stock was converted into the right to receive an amount, either in cash or AECOM common stock, at the election of the shareholder, with a value equal to \$53.991 (the "Merger Consideration") (net of any required withholding taxes with respect to restricted stock holdings), calculated in accordance with the Merger Agreement and subject to the election, proration and adjustment procedures set forth in the Merger Agreement.
- (2) The information in this Form 4 reflects the final calculations related to the election, proration and adjustment procedures set forth in the Merger Agreement, which were completed subsequent to the initial Form 4 filing which included estimated information.

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.