

AECOM
Form 4

December 19, 2016

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 *
Burke Michael S

(Last) (First) (Middle)

C/O AECOM, 1999 AVENUE OF
THE STARS, SUITE 2600

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
AECOM [ACM]3. Date of Earliest Transaction
(Month/Day/Year)
12/15/20164. 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 & CEO6. 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)
Common Stock	12/15/2016		F	V Amount (D) Price 26,430 D \$ 38.16	134,253	D	
Common Stock	12/15/2016		M	V Amount (A) Price 24,221 A \$ 38.16 (1)	107,823	D	
Common Stock	12/15/2016		F	V Amount (D) Price 9,242 D \$ 38.16	125,534	D	
Common Stock	12/15/2016		M	V Amount (A) Price 8,469 A \$ 38.16 (1)	116,292	D	
	12/15/2016		A(2)	V Amount (A) Price 25,407 A	141,699	D	

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Common Stock					\$ 38.16 (3)			
Common Stock	12/15/2016		A(2)	72,663	A	\$ 38.16 (3)	214,362	D
Common Stock							38,205.6306	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Restricted Stock Unit	<u>(1)</u>	12/15/2016		M			17,711	12/15/2016	<u>(1)</u>	Common Stock	17,
Restricted Stock Unit	<u>(1)</u>	12/15/2016		M			50,651	12/15/2016	<u>(1)</u>	Common Stock	50,
Restricted Stock Unit	<u>(4)</u>	12/15/2016		A		115,304		<u>(5)</u>	<u>(5)</u>	Common Stock	115

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Burke Michael S C/O AECOM 1999 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X Chairman & CEO

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Michael S.
Burke

12/19/2015

__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).
- Each restricted stock unit represented a contingent right to receive one share of AECOM common stock. On December 15, 2016, 68,362
- (1) of the reporting person's restricted stock units vested and were settled for an equal number of shares of AECOM common stock less any applicable tax withholding.
 - (2) Shares acquired pursuant to AECOM's Performance Earnings Program under 2006 Stock Incentive Plan.
 - (3) Pursuant to the terms of AECOM's Performance Earnings Program, the calculation to determine the number of shares awarded under the Program was performed using a per share value equal to the closing price on December 15, 2016.
 - (4) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
 - (5) The restricted stock units vest in December 2019.

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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