SEC Form 5

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 **ANNUAL STATEMENT OF CHANGES IN BENEFICIAL**

OWNERSHIP

OMB APPROVAL

3235-0362 OMB Number: Estimated average burden hours per response: 1.0

Form 4	4 Transactions F	Reported.	1 10	ed pursuant to Se or Section 30	(h) of the Inves	siment Company A	Act of 19	40							
1. Name and Address of Reporting Person* Burke Michael S				2. Issuer Nam <u>AECOM</u>	5. (C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner									
(Last) (First) (Middle) C/O AECOM				3. Statement f 09/27/2019	//Year)	X Officer (give title Other (below) below) Chairman & CEO			her (specify low)						
1999 AVENUE OF THE STARS, SUITE 2600 (Street) LOS ANGELES CA (City) (State) (Zip)				4. If Amendme	4. If Amendment, Date of Original Filed (Month/Day/Year)						 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 				
		Tab	e I - Non-Deriv	ative Securi	ties Acquir	ed, Disposed	l of, oi	Beneficia	lly Owne	d					
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)				5. Amount of Securities Beneficially Owned at end of		6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership				
				(Monthin Day rear)	0)	Amount	(A) or (D) Price		Issuer's Fiscal Year (Instr. 3 and 4)		Indirect (I) (Instr. 4)	(Instr. 4)			
Common Stock		02/07/2019		G	2,070	D	\$ <mark>0</mark>	521,671		D					
Common Stock															
Common	Stock								40,526	.0927	Ι	by Merrill Lynch under AECOM Retirement & Savings Plan (RSP)			
Common	Stock	Ta	able II - Deriva (e.g., p			d, Disposed o tions, conver				.0927	I	Lynch under AECOM Retirement & Savings			

Derivative Security	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$31.62						(2)	03/05/2024	Common Stock	127,714		127,714	D	
Restricted Stock Unit	(1)						(3)	(3)	Common Stock	51,425		51,425	D	
Restricted Stock Unit	(1)						(4)	(4)	Common Stock	115,304		115,304	D	
Restricted Stock Unit	(1)						(5)	(5)	Common Stock	119,145		119,145	D	
Restricted Stock Unit	(1)						(6)	(6)	Common Stock	160,000		160,000	D	

Explanation of Responses:

1. Each restricted stock unit represented a contingent right to receive one share of AECOM common stock.

2. The option vested in March 2019.

3. The restricted stock units vest in three equal annual installments beginning on November 19, 2017.

4. The restricted stock units vest in December 2019.

5. The restricted stock units vest in December 2020.

6. The restricted stock units vest in December 2021.

/s/ Charles Szurgot, Attorneyin-Fact for Michael S. Burke Date

11/06/2019

** Signature of Reporting Person

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

* 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).

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

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 Number.