

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>Frist William H.</u><br><br>(Last) (First) (Middle)<br><u>C/O AECOM</u><br><u>1999 AVENUE OF THE STARS, SUITE 2600</u><br><br>(Street)<br><u>LOS ANGELES CA 90067</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AECOM [ ACM ]</u>   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/28/2018</u> |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)              |   |

**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  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 02/28/2018                           |  | M                              |   | 4,229   | A          | (1)   | 41,852  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Units                     | (1)  | 02/28/2018                           |  | M                              |   |  | 4,229 | (1)  | (1)             | Common Stock  | 4,229                                      | \$0  | 0   | D  |       |
| Restricted Stock Units                     | (2)  | 02/28/2018                           |  | A                              |   | 4,506  |       | (3)  | (3)             | Common Stock  | 4,506                                      | \$0  | 4,506   | D  |       |

**Explanation of Responses:**

- Each restricted stock unit represented a contingent right to receive one share of AECOM common stock. On February 28, 2018, 4,229 of the reporting person restricted stock units vested and were settled for an equal number of shares of AECOM common stock.
- Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- The restricted stock units vest on the earlier of February 28, 2019 or the date of the Corporation's 2019 Annual Meeting of Stockholders.

/s/ Charles Szurgot, Attorney-in-Fact for William H. Frist 03/02/2018

\*\* Signature of Reporting Person Date

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.

SUBSTITUTE POWER OF ATTORNEY

The undersigned, Preston Hopson, was appointed attorney-in-fact pursuant to a power of attorney (the "Power of Attorney") for each of the directors and officers of AECOM, a Delaware corporation (the "Corporation"), listed on Schedule A in connection with the filing of Forms 3, 4 and 5 pursuant to Section 16 of the Securities Exchange Act of 1934. In accordance with the authority granted under the Power of Attorney for each director and officer listed on Schedule A, including the power of substitution, the undersigned hereby appoints David Gan and Charles Szurgot as substitute attorneys-in-fact, on behalf of the Corporation and each of the officers and directors of the Corporation, each with the power to act without any other and with full power of substitution, to exercise and execute all of the powers granted or conferred in the original Power of Attorney. By their signatures as attorneys-in-fact to this Substitute Power of Attorney, David Gan and Charles Szurgot accept such appointment and agree to assume from the undersigned any and all duties and responsibilities attendant to their capacity as attorneys-in-fact.

Date: January 19, 2018

/s/ Preston Hopson  
Name:Preston Hopson  
Title:Attorney-in-Fact  
By:

WE ACCEPT THIS APPOINTMENT AND SUBSTITUTION:

/s/ David Gan  
Substitute Attorney-in-Fact

/s/ Charles Szurgot  
Title: Substitute Attorney-in-Fact

SCHEDULE A

Michael S. Burke  
James H. Fordyce  
Senator William H. Frist  
Linda Griego  
David W. Joos  
Dr. Roberts J. Routs  
Douglas W. Stotlar  
Daniel R. Tishman  
Randall Wotring