SEC Form 4

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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

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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>AECOM</u> [ACM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Dionisio John M</u>				X	Director	10% Owner			
(Last) C/O AECOM	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/22/2015		Officer (give title below)	Other (specify below)			
1999 AVENUE OF THE STARS, SUITE 2600									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	ng (Check Applicable				
(Street)				X	Form filed by One Re	porting Person			
LOS ANGELES	CA	90067			Form filed by More that Person	an One Reporting			
(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 Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	06/22/2015		S ⁽¹⁾		20,000	D	\$35	84,948	I	by John M Dionisio Family Irrevocable Trust
Common Stock	06/22/2015		S ⁽¹⁾		13,640	D	\$35	47,712	D	
Common Stock								87,958.4566	I	by Merrill Lynch under AECOM Retirement & Savings Plan (RSP)

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	te	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	Amount or Number of Shares				
Employee Stock Option	\$24.45							(2)	12/02/2016	Common Stock	145,349		145,349	D	
Employee Stock Option	\$27.54							(3)	12/08/2017	Common Stock	4,083		4,083	D	
Restricted Stock Unit	(4)							(5)	(5)	Common Stock	107,903		107,903	D	
Restricted Stock Unit	(4)							(6)	(6)	Common Stock	84,209		84,209	D	
Restricted Stock Unit	(4)							(7)	(7)	Common Stock	4,327		4,327	D	

Explanation of Responses:

1. The sale in this Form 4 was made pursuant to 10b5-1 trading plans adopted on December 4, 2014.

2. The options vested in three equal annual installments beginning on December 2, 2010.

3. The options vested in three equal annual installments beginning on December 8, 2011.

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 2015.

6. The restricted stock units vest in December 2016.

7. The restricted stock units vest on the earlier of March 4, 2016 or the date of the Corporation's 2016 Annual Meeting of Stockholders.

in-Fact for John M. Dionisio

** Signature of Reporting Person Date

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

 \ast 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.