SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] **RUTLEDGE WILLIAM P**	2. Issuer Name **and** Ticker or Trading Symbol **AECOM** [**ACM**]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director · 10% Owner Officer (give title below) · Other (specify below)
(Last) (First) (Middle) **C/O AECOM** **1999 AVENUE OF THE STARS, SUITE 2600**	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2016	
(Street) **LOS ANGELES CA 90067**	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
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/17/2016		M		10,000	A	$21.01	42,404	D	
Common Stock	02/17/2016		S		8,075	D	$26.0974[(1)]	34,329	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	Amount or Number of Shares				
Stock Option	$21.01	02/17/2016		M			10,000	03/05/2010	03/05/2016	Common Stock	10,000	$0	0	D	
Stock Option	$28.67							03/05/2011	03/05/2017	Common Stock	4,956		4,956	D	
Stock Option	$28.44							03/03/2012	03/03/2018	Common Stock	5,160		5,160	D	
Restricted Stock Units	(2)							(3)	(3)	Common Stock	4,327		4,327	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from $26.09 to $26.13. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

2. Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.

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

/s/ Preston Hopson, Attorney-in-Fact for William P. Rutledge   02/19/2016

** 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.