SEC Form 4

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
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1. Name and Address	1 0)*]	2. Issuer Name and Ticker or Trading Symbol <u>AECOM</u> [ACM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Burke Michael S</u>				X	Director	10% Owner			
(Last) C/O AECOM	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2015	X	Officer (give title below) Chairman & Cl	Other (specify below) EO			
1999 AVENUE OF THE STARS, SUITE 2600									
(Street) LOS ANGELES	CA	90067	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (C Form filed by One Reporti				
(City)	(State)	(Zip)			Form filed by More than C Person	Dne Reporting			
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)					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	11/16/2015		М		41,770	A	\$23.94	82,870	D	
Common Stock	11/16/2015		F		36,241	D	\$30.38	46,629	D	
Common Stock								37,530.6767	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 6. Date Exercisable and 7. Title and Amount 11. Nature 3. Transaction 3A. Deemed 5. Number 8. Price of 9. Number of 4. 10. of Securities Underlying Derivative Security Derivative Security (Instr. 5) Conversion Date Execution Date Transaction of Expiration Date (Month/Day/Year) derivative Ownership of Indirect Beneficial Code (Instr. 8) Security (Instr. 3) (Month/Day/Year) Derivative or Exercise Price of if any (Month/Day/Year) Securities Form: Direct (D) Beneficially Securities Ownership Owned Following or Indirect (I) (Instr. 4) Derivative Acquired (Instr. 3 and 4) (Instr. 4) (A) or Disposed of (D) (Instr. 3, 4 and 5) Security Reported Transaction(s) (Instr. 4) Amount Date Exercisable Expiration Date Number of Shares v (A) (D) Title Code Employee Commor Stock \$23.94 11/16/2015 Μ 41,770 (1)12/01/2015 41,770 \$<mark>0</mark> 0 D Stock Option Employee Commor Stock \$24.45 (2) 12/02/2016 58,140 58,140 D Stock Option Employee Stock Commor \$27.54 (3) 12/08/2017 66,561 66,561 D Stock Option Employee Common (4) 03/05/2024 638,570 \$31.62 638,570 D Stock Stock Option Restrricted Commor (5) (6) (6) 64,691 Stock Units 64,691 D Stock Restricted Commor Stock Units (7)50,651 (5) 50,651 D Stock Restricted Commor Stock Units (5) (7) (7) 17,711 17,711 D Stock Restricted Common (5) (8) (8) 111,077 111,077 D Stock Stock Units Restricted Commor 154,274 (5) (9) (9) 154,274 D Stock Stock Units

Explanation of Responses:

- 1. The option vested in three equal annual installments beginning on December 1, 2009.
- 2. The option vested in three equal annual installments beginning on December 2, 2010.
- 3. The option vested in three equal annual installments beginning on December 8, 2011.
- 4. The option vests on March 9, 2019.
- 5. Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- 6. The restricted stock units vest in December 2015.
- 7. The restricted stock units vest in December 2016.
- 8. The restricted stock units vest in December 2017.
- 9. The restricted stock units vest in three equal annual installments beginning on November 19, 2017.

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

<u>11/18/2015</u> Date

** 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.