| SEC Form 4 | |
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FORM 4

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

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

| 1. Name and Address of Reporting Person | | 1* | 2. Issuer Name and Ticker or Trading Symbol AECOM TECHNOLOGY CORP [ACM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|-----------------|------------|---|--|-----------------------------------|-------------------|--|--|--|
| Dionisio John | | | | X | Director | 10% Owner | | | |
| | | | | x | Officer (give title | Other (specify | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | below) | below) | | | |
| C/O AECOM TECHNOLOGY CORPORATION | | | 12/01/2014 | | irman | | | | |
| 1999 AVENUE (| OF THE STARS, S | SUITE 2600 | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv | idual or Joint/Group Filing | (Check Applicable | | | |
| (Street) | | | | Line) | | | | | |
| LOS ANGELES | СА | 90067 | | X | Form filed by One Repo | rting Person | | | |
| | | | | | Form filed by More than Person | 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 | 2A. Deemed Execution Date, | 3. Transaction | | 4. Securities Disposed Of | Acquire (D) (Inst | d (A) or r. 3, 4 and 5) | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | |
|---------------------------------|------------------------|-------------------------------|-------------------------|---|---|-----------------------------------|----------------------------|------------------------------------|------------------------------|--|--|
| | (Month/Day/Year) | | | - | Beneficially Owned Following Reported | (D) or Indirect (I) (Instr. 4) | Beneficial Ownership | | | | |
| | | | Code V | | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Common Stock | 12/01/2014 | | S ⁽¹⁾ | | 20,000 | D | \$30.7172(2) | 25,240 | D | | |
| Common Stock | | | | | | | | 8,500 | I | by John M Dionisio & Rose Lucy Dionisio JTWROS | |
| Common Stock | | | | | | | | 164,948 | I | by John M Dionisio Family Irrevocable Trust | |
| Common Stock | | | | | | | | 87,839.6379 | 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 Deriv | r osed) r. 3, 4 | Expiration Date (Month/Day/Year) sed 3, 4 | | ate of Securities | | 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 | \$23.94 | | | | | | | (3) | 12/01/2015 | Common Stock | 98,281 | | 98,281 | D | |
| Employee Stock Option | \$24.45 | | | | | | | (4) | 12/02/2016 | Common Stock | 145,349 | | 145,349 | D | |
| Employee Stock Option | \$27.54 | | | | | | | (5) | 12/08/2017 | Common Stock | 4,083 | | 4,083 | D | |
| Restricted Stock Unit | (6) | | | | | | | (7) | (7) | Common Stock | 35,685 | | 35,685 | D | |
| Restricted Stock Unit | (6) | | | | | | | (8) | (8) | Common Stock | 108,755 | | 108,755 | D | |
| Restricted Stock Unit | (6) | | | | | | | (9) | (9) | Common Stock | 84,874 | | 84,874 | D | |

1. The sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on December 16, 2013.

2. This transaction was executed in multiple trades at prices ranging from \$30.14 to \$31.90. 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.

- 3. The options vested in three equal annual installments beginning on December 1, 2009.
- 4. The options vested in three equal annual installments beginning on December 2, 2010.
- 5. The options vested in three equal annual installments beginning on December 8, 2011.
- 6. Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- 7. The restricted stock units vest in three equal annual installments beginning December 2012.
- 8. The restricted stock units vest in December 2015.
- 9. The restricted stock units vest in December 2016.
- 3. The restricted stock units vest in December 2010

/s/ Preston Hopson, Attorney-

in-Fact for John M. Dionisio

12/03/2014

** 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.