SEC Form 4

 \square

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
hours per response: 0.5

1. Name and Address	1 0	*	2. Issuer Name and Ticker or Trading Symbol AECOM [ACM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Burke Michael S</u>				X	Director	10% Owner			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)			
C/O AECOM			11/09/2016	Chairman & CEO					
1999 AVENUE OF THE STARS, SUITE 2600									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)	CA	90067		X	Form filed by One Report	ing Person			
					Form filed by More than C 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					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	11/09/2016		M ⁽¹⁾		58,140	A	\$24.45	166,702	D	
Common Stock	11/09/2016		S ⁽¹⁾		53,100	D	\$ <mark>3</mark> 1	113,602	D	
Common Stock								38,205.6306	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)				6. Date Exerc Expiration Da (Month/Day/N	ate	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 Options	\$24.45	11/09/2016		М			58,140	(3)	12/02/2016	Common Stock	58,140	\$0	0	D	
Stock Options	\$27.54							(4)	12/08/2017	Common Stock	66,561		66,561	D	
Stock Options	\$31.62							(5)	03/05/2024	Common Stock	638,570		638,570	D	
Restricted Stock Units	(2)							(6)	(6)	Common Stock	50,651		50,651	D	
Restricted Stock Units	(2)							(6)	(6)	Common Stock	17,711		17,711	D	
Restricted Stock Units	(2)							(7)	(7)	Common Stock	111,077		111,077	D	
Restricted Stock Units	(2)							(8)	(8)	Common Stock	154,274		154,274	D	
Restricted Stock Unit	(2)							(9)	(9)	Common Stock	140,375		140,375	D	

Explanation of Responses:

1. The transaction in this Form 4 was made pursuant to a 10b5-1 trading plan adopted on September 12, 2016, solely to cover the option cost, taxes, and other fees related to the exercise of the stock option. After the transaction, the remaining net shares of 5,040 continue to be held by the filer, Michael S. Burke.

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

3. The stock option vests in three equal annual installments beginning on December 2, 2010.

4. The stock option vests in three equal annual installments beginning on December 8, 2011.

5. The option becomes exercisable, if at all, beginning on March 5, 2019 subject to (A) continued employment and (B) the average daily closing price of AECOM's common stock on the New York Stock

Exchange during any consecutive 20 trading day period exceeding certain price hurdles.

- 6. The restricted stock units vest in December 2016.
- 7. The restricted stock units vest in December 2017.
- 8. The restricted stock units vest in three equal annual installments beginning November 2017.
- 9. The restricted stock units vest in December 2018.

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

<u>11/10/2016</u>

** 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.