FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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**OMB APPROVAL** OMB Number: Estimated average burden

0.5

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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

1. Name and Address of Reporting Person $^{\star}$ $\overline{Feld\ Peter\ A}$						2. Issuer Name and Ticker or Trading Symbol AECOM [ ACM ]									tionship all appli Direct	,				
(Last) 777 THI	`	irst) JE, 18TH FLOC	(Middle)			Date o		Trans	saction (Month/Day/Year)						Office below	Officer (give title elow)		Other (specify below)		
(Street)  NEW Y(		Y tate)	10017 (Zip)		4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv Line) X	Form Form	al or Joint/Group Filing (Check Applicable form filed by One Reporting Person form filed by More than One Reporting ferson				
		Та	ble I - N	on-Der	ivativ	ve Se	ecurities	s Ac	quirec	l, Di	sposed o	of, or B	enefici	ally (	Owned	I				
1. Title of Security (Instr. 3)  2. Trans. Date (Month/I				y/Year)   Execut		. Deemed ecution Date, iny onth/Day/Year)		3. Transaction Code (Instr. 8)		rities Acquired (A) or ed Of (D) (Instr. 3, 4 a		d 5) Securi Benefi		ties Focially (Expression of the control of the con		vnership :: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price		Transa (Instr. 3	ction(s)			(Instr. 4)	
Common Stock, \$0.01 par value 11/2.			2/2019	019		P		200,000	) A	\$42.	5553	5,975,266			I	By Starboard Value LP <sup>(1)</sup>				
			Table II ·								osed of, convertib				ned		,			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	Date, Transact Code (In					6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4)		Dei Sed	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amour or Number of Shares	er	(Instr		1(5)			
Restricted Stock Units	(2)	11/22/2019			A		1,876 <sup>(3)</sup>		(4)		(4)	Common Stock, \$0.01 par value	1,870	6	\$0	1,876		D		

## **Explanation of Responses:**

- 1. Starboard Value LP ("Starboard") serves as the investment manager or manager of certain managed accounts and private investment funds (collectively, the "Starboard Accounts"), which hold the securities reported herein and as such may be deemed to beneficially own such securities. The Reporting Person, as a Managing Member of Starboard, may be deemed to beneficially own the securities directly held by the Starboard Accounts for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 2. Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- 3. The restricted stock units were acquired as an equity award granted to Mr. Feld on November 22, 2019 as a result of his appointment as a member of the Board of Directors of the Issuer.
- 4. The restricted stock units vest on the earlier of March 6, 2020 or the date of the Issuer's 2020 Annual Meeting of Stockholders.

11/26/2019 /s/ Peter A. Feld

\*\* 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.