CUSIP No. 00766T100

1 NAME OF REPORTING PERSON
   S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
   Baron Capital Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
   (a) [ ]
   (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
   New York

   NUMBER OF SHares
   BENEFICIALLY OWNED BY
   SOLE VOTING POWER
   SHARED VOTING POWER
   EACH
REPORTING PERSON       7    SOLE DISPOSITIVE POWER
WITH                     0
8    SHARED DISPOSITIVE POWER
6,362,300

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,362,300

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.2%

12 TYPE OF REPORTING PERSON*
HC, CO

*SSEE INSTRUCTIONS BEFORE FILLING OUT

Schedule 13G Amendment No. 1 (continued)

CUSIP No. 00766T100

1 NAME OF REPORTING PERSON

BAMCO, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
   (a) [ ]
   (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

5    SOLE VOTING POWER
0
6    SHARED VOTING POWER
5,712,500
7    SOLE DISPOSITIVE POWER
0
8    SHARED DISPOSITIVE POWER
6,127,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,127,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.9%

12 TYPE OF REPORTING PERSON*
1   NAME OF REPORTING PERSON                          S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Baron Capital Management, Inc.

2   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
   (a) [ ]
   (b) [ ]

4   CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON

5   SOLE VOTING POWER
   0

6   SHARED VOTING POWER
   EACH 227,800

7   SOLE DISPOSITIVE POWER
   WITH 0

8   SHARED DISPOSITIVE POWER
   234,800

9   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
   234,800

10  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
   0.2%

12  TYPE OF REPORTING PERSON*
       IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT
Item 1.
(a) Name of Issuer: AECOM Technology Corporation
(b) Address of Issuer's Principal Executive Offices: 555 South Flower Street, Suite 3700 Los Angeles, CA 90071

Item 2.
(a) Name of Persons Filing: Baron Capital Group, Inc. ("BCG") BAMCO, Inc. ("BAMCO") Baron Capital Management, Inc. ("BCM") Ronald Baron
(b) Address of Principal Business Office: 767 Fifth Avenue New York, NY 10153
(c) Citizenship: BCG, BAMCO and BCM are New York corporations. Ronald Baron is a citizen of the United States.
(d) Title of Class Securities: Common
(e) CUSIP Number: 00766T100

Item 3. PERSONS FILING:

BCG and Ronald Baron are:
(g) Parent holding companies, in accordance with
Section 240.13d-1(b)(ii)(G)
BAMCO and BCM are:
(e) Investment Advisors registered under Section 203 of
the Investment Advisers Act of 1940
All persons filing are:
(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

Page 7 of 11 Pages

Item 4. OWNERSHIP

(a) Amount Beneficially Owned as of December 31, 2008:

<table>
<thead>
<tr>
<th></th>
<th>Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>BCG</td>
<td>6,362,300</td>
</tr>
<tr>
<td>BAMCO</td>
<td>6,127,500</td>
</tr>
<tr>
<td>BCM</td>
<td>234,800</td>
</tr>
<tr>
<td>Ronald Baron</td>
<td>6,362,300</td>
</tr>
</tbody>
</table>

(b) Percent of Class:

<table>
<thead>
<tr>
<th></th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>BCG</td>
<td>6.2%</td>
</tr>
<tr>
<td>BAMCO</td>
<td>5.9%</td>
</tr>
<tr>
<td>BCM</td>
<td>0.2%</td>
</tr>
<tr>
<td>Ronald Baron</td>
<td>6.2%</td>
</tr>
</tbody>
</table>

^BCG and Ronald Baron disclaim beneficial ownership of shares held by their controlled entities (or the investment advisory clients thereof) to the extent such shares are held by persons other than BCG and Ronald Baron. BAMCO and BCM disclaim beneficial ownership of shares held by their investment advisory clients to the extent such shares are held by persons other than BAMCO, BCM and their affiliates.

(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

<table>
<thead>
<tr>
<th></th>
<th>Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>BCG</td>
<td>0</td>
</tr>
<tr>
<td>BAMCO</td>
<td>0</td>
</tr>
<tr>
<td>BCM</td>
<td>0</td>
</tr>
<tr>
<td>Ronald Baron</td>
<td>0</td>
</tr>
</tbody>
</table>

(ii) shared power to vote or direct the vote:

<table>
<thead>
<tr>
<th></th>
<th>Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>BCG</td>
<td>5,940,300</td>
</tr>
<tr>
<td>BAMCO</td>
<td>5,712,500</td>
</tr>
<tr>
<td>BCM</td>
<td>227,800</td>
</tr>
<tr>
<td>Ronald Baron</td>
<td>5,940,300</td>
</tr>
</tbody>
</table>

(iii) sole power to dispose or to direct the disposition of:

<table>
<thead>
<tr>
<th></th>
<th>Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>BCG</td>
<td>0</td>
</tr>
<tr>
<td>BAMCO</td>
<td>0</td>
</tr>
<tr>
<td>BCM</td>
<td>0</td>
</tr>
<tr>
<td>Ronald Baron</td>
<td>0</td>
</tr>
</tbody>
</table>

(iv) shared power to dispose or direct the disposition of:

<table>
<thead>
<tr>
<th></th>
<th>Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>BCG</td>
<td>6,362,300</td>
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<tr>
<td>BAMCO</td>
<td>6,127,500</td>
</tr>
<tr>
<td>BCM</td>
<td>234,800</td>
</tr>
<tr>
<td>Ronald Baron</td>
<td>6,362,300</td>
</tr>
</tbody>
</table>

Item 5. OWNERSHIP OF 5% OR LESS OF A CLASS
Not applicable.

Item 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON
The advisory clients of BAMCO and BCM have the right to receive or the power to direct the receipt of dividends from, or the proceeds
from the sale of, the Issuer's common stock in their accounts. To the best of the Filing Persons' knowledge, no such person has such interest relating to more than 5% of the outstanding class of securities.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

BAMCO and BCM are subsidiaries of BCG. Ronald Baron owns a controlling interest in BCG.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 3.

* By virtue of investment advisory agreements with their respective clients, BAMCO and BCM have been given the discretion to dispose or the disposition of the securities in the advisory accounts. All such discretionary agreements, are however, revocable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2009

Baron Capital Group, Inc.,
BAMCO, Inc., and
Baron Capital Management, Inc.
By:

/s/ Ronald Baron

Ronald Baron, Chairman and CEO

Ronald Baron, Individually
By:

/s/ Ronald Baron

Joint Filing Agreement

The undersigned each hereby agree that the Schedule 13G Amendment No. 1 dated February 13, 2009, which relates to the common stock of AECOM Technology Corporation to be filed jointly on behalf of each of them for the reasons stated.
therein, and any amendments thereto shall be filed jointly by the undersigned.

Dated:  February 13, 2009

Baron Capital Group, Inc.,
BAMCO, Inc., and
Baron Capital Management, Inc.
By:

/s/ Ronald Baron

_______________________________________
Ronald Baron, Chairman and CEO

Ronald Baron, Individually
By:

/s/ Ronald Baron

_______________________________________
Ronald Baron