SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	n
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

Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person [*] Werner Frederick W			2. Issuer Name and Ticker or Trading Symbol <u>AECOM</u> [ACM]		tionship of Reporting Pers all applicable) Director	on(s) to Issuer 10% Owner		
(Last) C/O AECOM	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/16/2016	· X	Officer (give title below) Pres, Design & Con	Other (specify below) slt Services		
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				
(Street) LOS ANGELES	CA	90067		Line)	Form filed by One Repo Form filed by More than Person	0		
(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. Transa Code (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	09/16/2016		M ⁽¹⁾		20,287	A	\$27.54	62,936	D	
Common Stock	09/16/2016		S ⁽¹⁾		20,287	D	\$ 27.8274 ⁽²⁾	42,649	D	
Common Stock	09/16/2016		S ⁽¹⁾		7,500	D	\$27.8274 ⁽²⁾	35,149	D	
Common Stock								65,827.6628	Ι	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 Deri Sec Acq (A) (Disp of (I	umber ivative urities uired or oosed O) (Instr. and 5)	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				
Employee Stock Options	\$27.54	09/16/2016		М			20,287	(4)	12/08/2017	Common Stock	20,287	\$0	9,000	D	
Restricted Stock Units	(3)							(5)	(5)	Common Stock	23,230		23,230	D	
Restricted Stock Units	(3)							(6)	(6)	Common Stock	24,474		24,474	D	
Restricted Stock Units	(3)							(7)	(7)	Common Stock	26,738		26,738	D	

Explanation of Responses:

1. The sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on August 11, 2016.

2. This transaction was executed in multiple trades at prices ranging from \$27.80 to \$28.05. 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. Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.

4. The options vested in three equal annual installments beginning on December 8, 2011.

5. The restricted stock units vest in December 2016.

6. The restricted stock units vest in December 2017.

7. The restricted stock units vest in December 2018.

/s/ Preston Hopson, Attorneyin-Fact for Frederick W. Werner

09/20/2016

** 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.