

AECOM TECHNOLOGY CORP
 Form 4
 August 22, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Dionisio John M

(Last) (First) (Middle)

C/O AECOM TECHNOLOGY CORPORATION, 555 S. FLOWER STREET, SUITE 3700

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 AECOM TECHNOLOGY CORP [ACM]

3. Date of Earliest Transaction (Month/Day/Year)
 08/19/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/19/2011 | | P | | 5,744 | A | \$ 19.38 | 5,744 | I | by John M. Dionisio & Rose Lucy Dionisio JTWROS |
| Common Stock | 08/19/2011 | | P | | 2,134 | A | \$ 18.95 | 7,878 | I | by John M. Dionisio & Rose Lucy Dionisio JTWROS |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|------------|---|--|
| Common Stock | 08/19/2011 | | P | 1,122 | A | \$ 18.99 | 9,000 | I | by John M. Dionisio & Rose Lucy Dionisio JTWROS |
| Common Stock | 08/19/2011 | | P | 1,000 | A | \$ 19 | 10,000 | I | John M. Dionisio & Rose Lucy Dionisio JTWROS |
| Common Stock | | | | | | | 87,336.005 | I | by Merrill Lynch under AECOM Retirement & Savings Plan (RSP) |
| Common Stock | | | | | | | 402,745 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option | \$ 10.39 | | | | | 09/30/2006 12/02/2011 | Common Stock | 40,000 |
| Employee Stock Option | \$ 23.94 | | | | | (1) 12/01/2015 | Common Stock | 98,281 |
| Employee Stock Option | \$ 24.45 | | | | | (2) 12/02/2016 | | 145,349 |

| | | | | | |
|-----------------------------|----------|-----|------------|-----------------|---------|
| Employee Stock Option | | | | Common Stock | |
| Employee Stock Option | \$ 27.54 | (3) | 12/08/2017 | Common Stock | 153,089 |
| Restricted Stock Unit | (4) | (5) | (5) | Common Stock | 33,417 |
| Restricted Stock Unit | (4) | (6) | (6) | Common Stock | 34,084 |
| Restricted Stock Unit | (4) | (7) | (7) | Common Stock | 52,197 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dionisio John M C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071 | X | | President & CEO | |

Signatures

/s/ David Y. Gan, Attorney-in-Fact for John M.
Dionisio

08/22/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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