

AECOM TECHNOLOGY CORP
 Form 4
 January 16, 2014

FORM 4

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

OMB APPROVAL

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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 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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/15/2014

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

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

(Street)

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

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

LOS ANGELES, CA 90071

(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)	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 Beneficial Ownership (Instr. 4)
Common Stock	01/15/2014		S ⁽¹⁾	20,000 D	\$ 30.4699 <u>(2)</u>	255,640 D	
Common Stock					16,300	I	by John M Dionisio & Rose Lucy Dionisio JTWROS
Common Stock					164,948	I	by John M Dionisio

Common Stock	87,731.2088 I	Family Irrevocable Trust by Merrill Lynch under AECOM Retirement & Savings Plan (RSP)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. F Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 23.94					<u>(3)</u>	12/01/2015	Common Stock	98,281
Employee Stock Option	\$ 24.45					<u>(4)</u>	12/02/2016	Common Stock	145,349
Employee Stock Option	\$ 27.54					<u>(5)</u>	12/08/2017	Common Stock	4,083
Restricted Stock Unit	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	35,685
Restricted Stock Unit	<u>(6)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	108,755
Restricted Stock Unit	<u>(6)</u>					<u>(9)</u>	<u>(9)</u>	Common Stock	84,874

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		Chairman & CEO	

Signatures

/s/ Preston Hopson, Attorney-in-Fact for John M.
Dionisio

01/16/2014

__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 sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on December 16, 2013.

This transaction was executed in multiple trades at prices ranging from \$30.21 to \$30.73. 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) The options vested in three equal annual installments beginning on December 1, 2009.

(4) The options vested in three equal annual installments beginning on December 2, 2010.

(5) The options vested in three equal annual installments beginning on December 8, 2011.

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

(7) The restricted stock units vest in three equal annual installments beginning December 2012.

(8) The restricted stock units vest in December 2015.

(9) The restricted stock units vest in December 2016.

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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