

JABIL CIRCUIT INC
Form 4
October 13, 2005

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 *
MCGEE JOSEPH A

(Last) (First) (Middle)
10560 DR. MARTIN LUTHER
KING JR. ST N
(Street)

ST. PETERSBURG, FL 33716-3718

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
JABIL CIRCUIT INC [JBL]

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2005

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)
SVP, Global Business Units

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock ⁽¹⁾ | 10/11/2005 | | A | V Amount \$ 0 ₍₂₎ | 56,610 ⁽³⁾ | D | |
| Common Stock | | | | | 119,180 | I | McGee Revocable Tr |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Appreciation Right ⁽⁴⁾ | \$ 29.79 | 10/11/2005 | | A | 32,114 | 01/11/2007 10/10/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGEE JOSEPH A 10560 DR. MARTIN LUTHER KING JR. ST N ST. PETERSBURG, FL 33716-3718 | | | SVP, Global Business Units | |

Signatures

By: Robert L. Paver, Attorney-in-Fact For: Joseph A. McGee

**Signature of Reporting Person 10/13/2005 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) This represents the grant of a performance-based restricted stock award that has restrictions that lapse at varying rates based on certain performance-based criteria. The award has an "overdrive" feature that provides that if the Compound Annual Growth Rate ("CAGR") of the Company's core EPS for FY06 through FY08 is in excess of a certain specified percentage the reporting person is entitled to additional shares. The number of shares listed in Column 4 of Table 1 represents the maximum of shares that may be issued pursuant to the award if the CAGR maximum target is met.
- (2) \$0.00 has been inserted to satisfy the requirements to submit this form via the EDGAR system.

- (3) Column 5 of Table I includes 596 shares and 602 shares of common stock acquired by the Reporting Person on June 30, 2005 and December 31, 2004, respectively, under the 2002 Employee Stock Purchase Plan of Jabil Circuit, Inc. The reporting person's previously filed Form 4 dated April 29, 2005 reflected in Column 5 of Table I the 602 shares acquired on December 31, 2004 but did not include a footnote identifying the total share holdings of the Reporting Person as including such shares.

- (4) Stock Appreciation Rights shall vest at the rate of one-twelfth of the initial shares subject to the award one year and three months after the date of grant (which date of grant was 10/11/2005), with an additional one-twelfth of the initial shares subject to the award vesting on the same calendar date of each successive three month period thereafter, with, as a result, all of the initial shares subject to the award vesting by four years from the date of grant; provided that in all instances the reporting person is an employee of, or consultant (as defined in the relevant stock incentive plan) to, the Company or a subsidiary.

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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