

AECOM
Form 4
December 19, 2016

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 *
Burke Michael S

(Last) (First) (Middle)

C/O AECOM, 1999 AVENUE OF THE STARS, SUITE 2600

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2016

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)
Chairman & 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 12/15/2016 | | F | | 26,430 | D | \$ 38.16 |
| Common Stock | 12/15/2016 | | M | | 24,221 | A | \$ 38.16 <u>(1)</u> |
| Common Stock | 12/15/2016 | | F | | 9,242 | D | \$ 38.16 |
| Common Stock | 12/15/2016 | | M | | 8,469 | A | \$ 38.16 <u>(1)</u> |
| | 12/15/2016 | | A ⁽²⁾ | | 25,407 | A | 141,699 |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---------------------------|---------------------------|-------------|---|--|
| Common Stock | | | | | \$ 38.16 <u>(3)</u> | | | | |
| Common Stock | 12/15/2016 | | A ⁽²⁾ | 72,663 | A | \$ 38.16 <u>(3)</u> | 214,362 | D | |
| Common Stock | | | | | | | 38,205.6306 | I | by Merrill Lynch under AECOM Retirement & Savings Plan (RSP) |

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

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 control number.

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Restricted Stock Unit | <u>(1)</u> | 12/15/2016 | | M | | 17,711 | 12/15/2016 | <u>(1)</u> | Common Stock 17, |
| Restricted Stock Unit | <u>(1)</u> | 12/15/2016 | | M | | 50,651 | 12/15/2016 | <u>(1)</u> | Common Stock 50, |
| Restricted Stock Unit | <u>(4)</u> | 12/15/2016 | | A | | 115,304 | <u>(5)</u> | <u>(5)</u> | Common Stock 115 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burke Michael S C/O AECOM 1999 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067 | X | | Chairman & CEO | |

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Michael S.
Burke

12/19/2015

__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).

- Each restricted stock unit represented a contingent right to receive one share of AECOM common stock. On December 15, 2016, 68,362
- (1) of the reporting person's restricted stock units vested and were settled for an equal number of shares of AECOM common stock less any applicable tax withholding.
 - (2) Shares acquired pursuant to AECOM's Performance Earnings Program under 2006 Stock Incentive Plan.
 - (3) Pursuant to the terms of AECOM's Performance Earnings Program, the calculation to determine the number of shares awarded under the Program was performed using a per share value equal to the closing price on December 15, 2016.
 - (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 2019.

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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