

AECOM TECHNOLOGY CORP

Form 4

February 19, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Holdsworth Raymond W Jr

(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)
02/14/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Vice Chairman, Corp Develop

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price			
Common Stock	02/14/2008		M		70,000	A	\$ 4.99	422,817	D	
Common Stock	02/14/2008		M		40,200	A	\$ 8.36	463,017	D	
Common Stock	02/14/2008		S		200	D	\$ 28.33	462,817	D	
Common Stock	02/14/2008		S		200	D	\$ 28.28	462,617	D	
	02/14/2008		S		300	D		462,317	D	

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Common Stock					\$ 28.26		
Common Stock	02/14/2008	S	100	D	\$ 28.25	462,217	D
Common Stock	02/14/2008	S	200	D	\$ 28.24	462,017	D
Common Stock	02/14/2008	S	200	D	\$ 28.23	461,817	D
Common Stock	02/14/2008	S	4,800	D	\$ 28.22	457,017	D
Common Stock	02/14/2008	S	600	D	\$ 28.21	456,417	D
Common Stock	02/14/2008	S	700	D	\$ 28.2	455,717	D
Common Stock	02/14/2008	S	100	D	\$ 28.17	455,617	D
Common Stock	02/14/2008	S	300	D	\$ 28.15	455,317	D
Common Stock	02/14/2008	S	100	D	\$ 28.14	455,217	D
Common Stock	02/14/2008	S	100	D	\$ 28.13	455,117	D
Common Stock	02/14/2008	S	500	D	\$ 28.12	454,617	D
Common Stock	02/14/2008	S	700	D	\$ 28.11	453,917	D
Common Stock	02/14/2008	S	500	D	\$ 28.1	453,417	D
Common Stock	02/14/2008	S	773	D	\$ 28.09	452,664	D
Common Stock	02/14/2008	S	700	D	\$ 28.08	451,944	D
Common Stock	02/14/2008	S	500	D	\$ 28.07	451,444	D
Common Stock	02/14/2008	S	200	D	\$ 28.06	451,244	D
Common Stock	02/14/2008	S	6,700	D	\$ 28.05	444,544	D
Common Stock	02/14/2008	S	10,500	D	\$ 28.04	434,044	D
	02/14/2008	S	1,227	D		432,817	D

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Common Stock						\$ 28.03		
Common Stock	02/14/2008	S	26,400	D		\$ 28.02	406,417	D
Common Stock	02/14/2008	S	1,000	D		\$ 28.01	405,417	D
Common Stock	02/14/2008	S	52,600	D		\$ 28	352,817	D
Common Stock	02/15/2008	M	9,800	A		\$ 8.36	362,617	D
Common Stock	02/15/2008	S	9,800	D		\$ 28	352,817	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock	\$ 4.99	02/14/2008		M	70,000	08/20/2003 08/20/2008	Common Stock 70,0
Employee Stock	\$ 8.36	02/14/2008		M	40,200	12/31/2005 11/15/2008	Common Stock 40,2
Employee Stock	\$ 8.36	02/15/2008		M	9,800	12/31/2005 11/15/2008	Common Stock 9,8
Stock Option	\$ 5.455					08/19/2004 08/19/2009	Common Stock 50,0
Stock Option	\$ 7.84					12/31/2005 11/21/2009	Common Stock 50,0
Stock Option	\$ 9.755					09/30/2006 11/20/2010	Common Stock 50,0
	(1)					(1) (1)	573,62

Common
Stock UnitCommon
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holdsworth Raymond W Jr C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071			Vice Chairman, Corp Develop	

Signatures

/s/ David Y. Gan,
Attorney-in-Fact

02/19/2008

__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) Each common stock unit is the economic equivalent of one share of AECOM common stock.

Remarks:

1 of 2

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