

AECOM
Form 4
February 04, 2015

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 *
OUCHI WILLIAM G

(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)
02/02/2015

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)

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 | (A) or (D) | Price | | |
| Common Stock | 02/02/2015 | | M | | 10,000 | A | \$ 21.01 | 10,000 | D |
| Common Stock | 02/02/2015 | | S ⁽¹⁾ | | 10,000 | D | \$ 25.59 | 0 | D |
| Common Stock | | | | | | | | 59,000 | I |

William G
Ouchi TR
UA
11/01/1980
Money
Purchase
Plan Trust

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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) | |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 21.01 | 02/02/2015 | | M | 10,000 | 03/05/2010 | 03/05/2016 | Common Stock | 10,000 |
| Stock Option | \$ 28.67 | | | | | 03/05/2011 | 03/05/2017 | Common Stock | 4,956 |
| Stock Option | \$ 28.44 | | | | | 03/03/2012 | 03/03/2018 | Common Stock | 5,160 |
| Restricted Stock Unit | (2) | | | | | (3) | (3) | Common Stock | 4,112 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OUCHI WILLIAM G
C/O AECOM
1999 AVENUE OF THE STARS, SUITE 2600
LOS ANGELES, CA 90067

X

Signatures

/s/ Preston Hopson, Attorney-in-Fact for William G.
Ouchi

02/04/2015

**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).

(1) The sales in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted on March 2, 2012.

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- (2) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (3) The restricted stock units vest on March 5, 2015.

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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