

AECOM
Form 4

December 23, 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 *
Werner Frederick W

(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)
12/21/20154. 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)

Pres, Design & Conslt Services

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	12/21/2015		S(1)	23,429	D		
				(A) or (D)	Price		
					\$		
					29.1494	59,826	D
					(2)		
Common Stock	12/22/2015		S(1)	17,177	D		
				(A) or (D)	Price		
					\$		
					29.3002	42,649	D
					(3)		
Common Stock						65,827.6628	I
							by Merrill Lynch under AECOM Retirement & Savings

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.

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. Price of Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 24.45							<u>(4)</u>	12/02/2016	Common Stock	8,000
Employee Stock Option	\$ 27.54							<u>(5)</u>	12/08/2017	Common Stock	29,287
Restricted Stock Unit	<u>(6)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	23,429
Restricted Stock Unit	<u>(6)</u>							<u>(8)</u>	<u>(8)</u>	Common Stock	24,684
Restricted Stock Unit	<u>(6)</u>							<u>(9)</u>	<u>(9)</u>	Common Stock	26,738

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Werner Frederick W
C/O AECOM
1999 AVENUE OF THE STARS, SUITE 2600
LOS ANGELES, CA 90067

Pres, Design & Conslt Services

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Frederick W.
Werner

12/23/2015

__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 made pursuant to a 10b5-1 trading plan adopted on November 18, 2015.
This transaction was executed in multiple trades at prices ranging from \$28.95 to \$29.30. 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.
- (2) This transaction was executed in multiple trades at prices ranging from \$29.25 to \$29.42. 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 2, 2010.
- (4) The options vested in three equal annual installments beginning on December 8, 2011.
- (5) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (6) The restricted stock units vest in December 2016.
- (7) The restricted stock units vest in December 2017.
- (8) The restricted stock units vest in December 2018.
- (9) The restricted stock units vest in December 2018.

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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