

AECOM  
Form 4  
June 24, 2016

**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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(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)  
06/23/2016

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)
Common Stock	06/23/2016		S <sup>(1)</sup>	22,091 D	\$ 34 111,471	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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. Fair Value of Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)							(3)	(3)	Common Stock	50,651
Restricted Stock Units	(2)							(3)	(3)	Common Stock	17,711
Restricted Stock Units	(2)							(4)	(4)	Common Stock	111,077
Restricted Stock Units	(2)							(5)	(5)	Common Stock	154,274
Restricted Stock Unit	(2)							(6)	(6)	Common Stock	140,375
Stock Options	\$ 24.45							(7)	12/02/2016	Common Stock	58,140
Stock Options	\$ 27.54							(8)	12/08/2017	Common Stock	66,561
Stock Options	\$ 31.62							(9)	03/05/2024	Common Stock	638,570

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke Michael S C/O AECOM	X		Chairman & CEO	

1999 AVENUE OF THE STARS, SUITE 2600  
LOS ANGELES, CA 90067

## Signatures

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

06/24/2016

\_\_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 December 14, 2015.
- (2) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (3) The restricted stock units vest in December 2016.
- (4) The restricted stock units vest in December 2017.
- (5) The restricted stock units vest in three equal annual installments beginning November 2017.
- (6) The restricted stock units vest in December 2018.
- (7) The option vests in three equal annual installments beginning on December 2, 2010.
- (8) The option vests in three equal annual installments beginning on December 8, 2011.

- The option becomes exercisable, if at all, beginning on March 5, 2019 subject to (A) continued employment and (B) the average daily
- (9) closing price of AECOM's common stock on the New York Stock Exchange during any consecutive 20 trading day period exceeding certain price hurdles.

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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