PERINI CORP

Form 4

November 19, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHAW CRAIG W Issuer Symbol PERINI CORP [PCR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify 73 MT WAYTE AVE 11/17/2004 below) President, Perini Bldg Co. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting FRAMINGHAM, MA 01701 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	or Beneficial	ly 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. Securit omr Dispos (Instr. 3,	ted of (4 and 5	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	,	
Common Stock	11/17/2004	11/17/2004	M	25,000	A	\$ 5.2875	25,000	D	
Common Stock	11/17/2004	11/17/2004	M	14,300	A	\$ 4.5	39,300	D	
Common Stock	11/17/2004	11/17/2004	S	11,800	D	\$ 14.15	27,500	D	
Common Stock	11/17/2004	11/17/2004	S	200	D	\$ 14.17	27,300	D	
Common Stock	11/17/2004	11/17/2004	S	100	D	\$ 14.2	27,200	D	

Edgar Filing: PERINI CORP - Form 4

Common Stock	11/17/2004	11/17/2004	S	14,700	D	\$ 14.25	12,500	D
Common Stock	11/17/2004	11/17/2004	S	1,800	D	\$ 14.26	10,700	D
Common Stock	11/17/2004	11/17/2004	S	5,300	D	\$ 14.27	5,400	D
Common Stock	11/17/2004	11/17/2004	S	2,000	D	\$ 14.28	3,400	D
Common Stock	11/17/2004	11/17/2004	S	300	D	\$ 14.29	3,100	D
Common Stock	11/17/2004	11/17/2004	S	500	D	\$ 14.3	2,600	D
Common Stock	11/17/2004	11/17/2004	S	700	D	\$ 14.33	1,900	D
Common Stock	11/17/2004	11/17/2004	S	1,700	D	\$ 14.35	200	D
Common Stock	11/17/2004	11/17/2004	S	200	D	\$ 14.4	0	D
Common Stock	11/18/2004	11/17/2004	M	700	A	\$ 4.5	700	D
Common Stock	11/18/2004	11/17/2004	S	100	D	\$ 14.15	600	D
Common Stock	11/18/2004	11/17/2004	S	600	D	\$ 14.1	0	D

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securiti
						Date Exercisable	Expiration Date	Title	Amou or Numb

Code V (A)

(D)

of Sha

Edgar Filing: PERINI CORP - Form 4

Employee Stock Option (right to buy)	\$ 5.2875	11/17/2004	11/17/2004	M	25,000	12/10/2000(1)	12/09/2006	Common Stock	25,0
Employee Stock Option (right to buy)	\$ 4.5	11/17/2004	11/17/2004	M	14,300	03/29/2000(2)	05/24/2010	Common Stock	14,3
Employee Stock Option (right to buy)	\$ 4.5	11/18/2004	11/18/2004	M	700	03/29/2000(2)	05/24/2010	Common Stock	700

Reporting Owners

Reporting Owner Name / Address	eporting Owner Name / Address			
	Director	10% Owner	Officer	Other

SHAW CRAIG W 73 MT WAYTE AVE FRAMINGHAM, MA 01701

President, Perini Bldg Co.

Signatures

/s/Michael E. Ciskey, Attorney-in-fact

**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) Granted an option to purchase 25,000 shares of Common Stock at an exercise rate of \$5.2875 per share; 50% of such shares vested 12/2000, an additional 50% vested 12/2001.
- (2) Granted an option to purchase 400,000 shares of Common Stock at an exercise rate of \$4.50 per share; 33.33% of such shares vested 3/2000; an additional 33.34% vested on 3/2001 and an additional 33.33% vested on 3/2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3