PERINI CORP

Form 4

December 03, 2004

FORM 4

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

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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 * **BAND ROBERT**

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

PERINI CORP [PCR]

(Check all applicable)

C/O PERINI CORP, 73 MT.

WAYTE AVE.

3. Date of Earliest Transaction

(Month/Day/Year)

12/02/2004

_X__ Director 10% Owner X_ Officer (give title _ Other (specify

below) President & COO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FRAMINGHAM, MA 01701

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities on Dispose (Instr. 3, 4	d of (I and 5) (A) or	0)	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	12/02/2004		Code V M	Amount 25,000	(D)	Price \$ 8.6625	25,000	D	
Common Stock	12/02/2004		M	12,500	A	\$ 5.2875	37,500	D	
Common Stock	12/02/2004		M	100,000	A	\$ 4.5	137,500	D	
Common Stock	12/02/2004		S	61,500	D	\$ 15.3	76,000	D	
Common Stock	12/02/2004		S	200	D	\$ 15.31	75,800	D	

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Common Stock	12/02/2004	S	100	D	\$ 15.32 75,700	D
Common Stock	12/02/2004	S	800	D	\$ 15.34 74,900	D
Common Stock	12/02/2004	S	200	D	\$ 15.35 74,700	D
Common Stock	12/02/2004	S	500	D	\$ 15.36 74,200	D
Common Stock	12/02/2004	S	100	D	\$ 15.38 74,100	D
Common Stock	12/02/2004	S	1,000	D	\$ 15.39 73,100	D
Common Stock	12/02/2004	S	67,000	D	\$ 15.4 6,100	D
Common Stock	12/02/2004	S	300	D	\$ 15.41 5,800	D
Common Stock	12/02/2004	S	1,000	D	\$ 15.42 4,800	D
Common Stock	12/02/2004	S	100	D	\$ 15.43 4,700	D
Common Stock	12/02/2004	S	900	D	\$ 15.45 3,800	D
Common Stock	12/02/2004	S	1,100	D	\$ 15.46 2,700	D
Common Stock	12/02/2004	S	100	D	\$ 15.47 2,600	D
Common Stock	12/02/2004	S	400	D	\$ 15.5 2,200	D
Common Stock	12/02/2004	S	800	D	\$ 15.51 1,400	D
Common Stock	12/02/2004	S	1,100	D	\$ 15.55 300	D
Common Stock	12/02/2004	S	300	D	\$ 15.65 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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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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 tiorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (right to buy)	\$ 8.6625	12/02/2004		M		25,000	01/19/2000(1)	01/18/2006	Common Stock	25
Employee Stock Option (right to buy)	\$ 5.2875	12/02/2004		M		12,500	12/10/2000(2)	12/09/2006	Common Stock	12
Employee Stock Option (right to buy)	\$ 4.5	12/02/2004	12/02/2004	M		100,000	03/29/2000(3)	05/24/2010	Common Stock	100

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
BAND ROBERT C/O PERINI CORP 73 MT. WAYTE AVE. FRAMINGHAM MA 01701	X		President & COO				

Signatures

/s/Michael E. Ciskey, Attorney in fact 12/03/2004

**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 price of \$8.6625 per share; 50% of such shares vested on 01/2000, an additional 50% vested on 01/2001.
- (2) Granted an option to purchase 12,500 shares of Common Stock at an exercise price of \$5.2875 per share; 50% of such shares vested on 12/2000, an additional 50% vested on 12/2001.

Reporting Owners 3

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Granted an option to purchase 200,000 shares of Common Stock at an exercise price of \$4.50 per share; 33.33% of such shares vested on 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.