Frost James A Form 4 October 05, 2009

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

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Frost James A

> (First) (Middle)

TUTOR PERINI

CORPORATION, 15901 OLDEN **STREET**

(Street)

(State)

SYLMAR, CA 91342

2. Transaction Date 2A. Deemed

(Zip)

2. Issuer Name and Ticker or Trading Symbol

TUTOR PERINI Corp [TPC]

3. Date of Earliest Transaction

(Month/Day/Year) 09/15/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

Indirect (D) or Indirect Beneficial Ownership

7. Nature of

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

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

Issuer

below)

Director

Applicable Line)

5. Amount of

Securities

Following Reported

Owned

Beneficially

X_ Officer (give title

Estimated average

burden hours per

(Instr. 4)

(9-02)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	09/15/2009		A	50,000	09/15/2010(2)	<u>(2)</u>	Common Stock	50,000
Restricted Stock Unit	<u>(1)</u>	09/15/2009		A	50,000	09/15/2011(3)	(3)	Common Stock	50,000
Restricted Stock Unit	<u>(1)</u>	09/15/2009		A	50,000	09/15/2012(4)	<u>(4)</u>	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Frost James A TUTOR PERINI CORPORATION 15901 OLDEN STREET SYLMAR CA 91342			Executive Vice President				

Signatures

/s/William B. Sparks, Attorney in fact 10/05/2009

**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 restriced stock units convert into common stock of Tutor Perini Corporation on a 1 for 1 basis upon vesting.
- (2) The restricted stock units vest on September 15, 2010, subject to the achievement of certain pretax income performance goals for the periods July 1, 2009 through December 31, 2009.
- (3) The restricted stock units vest on September 15, 2011, subject to the achievement of certain pretax income performance goals for fiscal year 2010.
- (4) The restricted stock units vest on September 15, 2012, subject to the achievement of certain pretax income performance goals for fiscal year 2011.

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.

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