

WATSON NOEL G
Form 4
March 28, 2012

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
WATSON NOEL G

2. Issuer Name and Ticker or Trading Symbol
JACOBS ENGINEERING GROUP
INC /DE/ [JEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1111 S. ARROYO PARKWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

PASADENA, CA 91105

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	03/22/2012		G ⁽¹⁾	V	140,000	D	\$ 0 1,000,082	D	
Common Stock	03/22/2012		G ⁽¹⁾	V	140,000	A	\$ 0 140,000	I	BY SPOUSE
Common Stock	03/23/2012		J ⁽¹⁾⁽²⁾	V	140,000	D	\$ 44.53 0	I	BY SPOUSE
Common Stock	03/23/2012		J ⁽¹⁾⁽²⁾	V	140,000	A	\$ 44.53 140,000	I	BY LLC
Common Stock	03/23/2012		J ⁽¹⁾⁽²⁾	V	140,000	D	\$ 44.53 860,082	D	

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Common Stock	03/23/2012		<u>J(1)(2)</u>	V	140,000	A	\$ 44.53	280,000	I	BY LLC
Common Stock								680	I	Custodian of UGMA accounts for grandchild

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

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(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. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATSON NOEL G 1111 S. ARROYO PARKWAY PASADENA, CA 91105	X			

Signatures

/s/ Geoffrey P. Sanders 03/26/2012

**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) Voluntary reporting of a change in form of beneficial ownership.

(2) Represents capital contribution to Watson Investments, LLC.

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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