

MARKLEY WILLIAM C III
Form 4
August 01, 2005

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 *
MARKLEY WILLIAM C III

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)
07/29/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP General Counsel & Secretary

PASADENA, CA 91105

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

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/29/2005		M		3,000	A	\$ 10.26
Common Stock	07/29/2005		M		3,000	A	\$ 13.58
Common Stock	07/29/2005		M		3,000	A	\$ 15.46
Common Stock	07/29/2005		M		3,000	A	\$ 16.72
Common Stock	07/29/2005		M		2,860	A	\$ 32.88

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Common Stock 07/29/2005 F 10,015 D \$ 58.88 9,298 D

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. Amount or Number of Shares
Stock Option	\$ 10.26	07/29/2005		M	3,000	03/27/1998 03/27/2007	Common Stock	3,000
Stock Option	\$ 13.58	07/29/2005		M	3,000	03/26/1999 03/26/2008	Common Stock	3,000
Stock Option	\$ 15.46	07/29/2005		M	3,000	05/27/2000 05/27/2009	Common Stock	3,000
Stock Option	\$ 16.72	07/29/2005		M	3,000	05/25/2001 05/25/2010	Common Stock	3,000
Stock Option	\$ 32.88	07/29/2005		M	2,860	06/07/2002 06/07/2011	Common Stock	2,860

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKLEY WILLIAM C III 1111 S. ARROYO PARKWAY PASADENA, CA 91105			SVP General Counsel&Secretary	

Signatures

Geoffrey P. Sanders, by Power of
Attorney

08/01/2005

__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 price of the stock option is zero.

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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