

DEMETRIOU STEVEN J.  
Form 4  
November 28, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
DEMETRIOU STEVEN J.

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)  
1999 BRYAN STREET, SUITE  
1200  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/26/2018

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

DALLAS, TX 75201

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 or Price		
Common Stock	11/26/2018		M <sup>(1)</sup>		63,296 <sub>(2)</sub>	A	298,443
Common Stock	11/26/2018		F		24,907 <sub>(3)</sub>	D	\$ 273,536
Common Stock	11/26/2018		M <sup>(1)</sup>		67,384 <sub>(4)</sub>	A	340,920
Common Stock	11/26/2018		F		26,516 <sub>(3)</sub>	D	\$ 314,404

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	\$ 0 <sup>(5)</sup>	11/26/2018		M <sup>(1)</sup>	63,296 <u>(2)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	63,296 <u>(2)</u>
Performance Stock Units	\$ 0 <sup>(5)</sup>	11/26/2018		M <sup>(1)</sup>	67,384 <u>(4)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	67,384 <u>(4)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMETRIOU STEVEN J. 1999 BRYAN STREET, SUITE 1200 DALLAS, TX 75201	X		CHAIRMAN AND CEO	

## Signatures

Kevin C. Berryman - Attorney-in-Fact for Steven J. Demetriou 11/28/2018

\*\*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) Represents distribution of JEC common stock upon vesting of performance stock units awarded on November 19, 2015 pursuant to the 1999 Stock Incentive Plan.
- The number of performance stock units that vested, and therefore the number of shares of JEC common stock issued upon vesting,
- (2) represents 140.9% of the number of performance stock units initially awarded, with such percentage based on the growth of the Company's net earnings over the three year performance period.
- (3) Represents number of shares of JEC common stock tendered for tax withholding on distribution of JEC common stock upon vesting of performance stock units.

## Edgar Filing: DEMETRIOU STEVEN J. - Form 4

- The number of performance stock units that vested, and therefore, the number of shares of JEC common stock issued upon vesting,
- (4) represents 150% of the number of performance stock units initially awarded, with such percentage based on the stock price performance of JEC common stock relative to the stock price performance of a defined group of industry peers.
  - (5) Each performance stock unit award represented a contingent right to receive one share of JEC common stock.
  - (6) The performance stock units awarded vested on November 26, 2018.

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.