

Pai Vinayak Ratnakar
Form 4
November 28, 2018

FORM 4

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

OMB APPROVAL

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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 *
Pai Vinayak Ratnakar

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)

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

(Last) (First) (Middle)
1999 BRYAN STREET, #1200

(Street)

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

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

DALLAS, TX 75201

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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	11/26/2018		M ⁽¹⁾		2,967 (2)	A	12,027	D	
Common Stock	11/26/2018		F		1,065 (3)	D	\$ 65.27	10,962	D
Common Stock	11/26/2018		M ⁽¹⁾		3,159 (4)	A	14,121	D	
Common Stock	11/26/2018		F		1,134 (3)	D	\$ 65.27	12,987	D

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

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- (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.

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.

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