

JACOBS ENGINEERING GROUP INC /DE/
Form 4
February 21, 2007

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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 *
HAMMOND THOMAS R

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)
Executive Vice President

(Last) (First) (Middle)
1111 SOUTH ARROYO PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2007

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/20/2007		M		60,000 A \$ 16.72	D	
Common Stock	02/20/2007		M		50,000 A \$ 32.88	D	
Common Stock	02/20/2007		M		35,000 A \$ 39.19	D	
Common Stock	02/20/2007		M		22,500 A \$ 39.92	D	
Common Stock	02/20/2007		F		104,243 D \$ 93.48	D	

Edgar Filing: JACOBS ENGINEERING GROUP INC /DE/ - Form 4

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)	Amount or Number of Shares
Stock Option	\$ 16.72	02/20/2007		X	60,000	05/25/2001 05/25/2010	Common Stock	60,000
Stock Option	\$ 32.88	02/20/2007		X	50,000	06/07/2002 06/07/2011	Common Stock	50,000
Stock Option	\$ 39.19	02/20/2007		X	35,000	05/24/2003 05/24/2012	Common Stock	35,000
Stock Option	\$ 39.92	02/20/2007		X	22,500	05/22/2004 05/22/2013	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAMMOND THOMAS R
1111 SOUTH ARROYO PARKWAY
PASADENA, CA 91105-

Executive Vice President

Signatures

Geoffrey P.
Sanders

02/21/2007

**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.

Edgar Filing: JACOBS ENGINEERING GROUP INC /DE/ - Form 4

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.