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JACOBS ENGINEERING GROUP INC /DE/ Form 4 June 02, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KUNBERGER GEORGE A JR Issuer Symbol JACOBS ENGINEERING GROUP (Check all applicable) INC /DE/ [JEC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) **155 NORTH LAKE AVE** 05/29/2014 Executive Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PASADENA, CA 91101 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial Ownership (Month/Day/Year) Owned (Instr. 8) (D) or Indirect (I) Following (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 23,282 05/29/2014 $M^{(1)}$ A (1) 85,528 D Stock (2)Common F⁽³⁾ 05/29/2014 10,138 D 75,390 D 54.75 Stock

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

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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)	A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of onDerivative 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. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Market Stock Unit	<u>(4)</u>	05/29/2014		M <u>(1)</u>		23,282 (2)	(5)	(5)	Common Stock	23,282 (2)	9

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
KUNBERGER GEORGE A JR 155 NORTH LAKE AVE PASADENA, CA 91101			Executive Vice President					
- -								

Signatures

Reporting Person

/s/ Geoffrey P. 06/02/2014 Sanders **Signature of

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).
- Represents distribution of JEC common stock upon vesting of market stock units acquired on May 26, 2011 pursuant to the 1999 Stock (1) Incentive Plan.

The number of market stock units that vested, and therefore the number of shares of JEC common stock issued upon vesting, represents (2) 122.54% of the number of market stock units initially awarded, with such percentage based on the stock price performance of JEC common stock at the end of the three years vesting period relative to the stock price at the beginning of the vesting period.

- Represents number of shares of JEC common stock tendered for tax withholding on distribution of JEC common stock upon vesting of (3) market stock units.
- (4) Each market stock unit award represents a contingent right to receive one share of JEC common stock.
- (5) The market stock units award vested on May 26, 2014.

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.