

JACOBS ENGINEERING GROUP INC /DE/
 Form 4
 December 29, 2014

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 *
 MARTIN CRAIG L

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)
 155 NORTH LAKE AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/26/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

PASADENA, CA 91101
 (City) (State) (Zip)

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

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	12/26/2014		M ⁽¹⁾		39,500 (2)	A	\$ 0 584,257	D
Common Stock	12/26/2014		M ⁽¹⁾		39,500 (2)	A	\$ 0 623,757	D
Common Stock	12/26/2014		M ⁽³⁾		25,700 (2)	A	\$ 0 649,457	D
Common Stock	12/26/2014		M ⁽³⁾		25,700 (2)	A	\$ 0 675,157	D
Common Stock	12/26/2014		F ⁽⁴⁾		68,046 (4)	D	\$ 44.56 607,111	D

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

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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 Unit	(5)	12/26/2014		M ⁽¹⁾	39,500 (2)	(6)	(6)	Common Stock	39,500 (2)
Performance Stock Unit	(5)	12/26/2014		M ⁽¹⁾	39,500 (2)	(6)	(6)	Common Stock	39,500 (2)
Performance Stock Unit	(5)	12/26/2014		M ⁽³⁾	25,700 (2)	(6)	(6)	Common Stock	25,700 (2)
Performance Stock Unit	(5)	12/26/2014		M ⁽³⁾	25,700 (2)	(6)	(6)	Common Stock	25,700 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN CRAIG L 155 NORTH LAKE AVE PASADENA, CA 91101	X		President & CEO	

Signatures

/s/ Geoffrey P. Sanders
12/29/2014

**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)

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Represents distribution of JEC common stock upon Board-approved accelerated vesting of performance stock units acquired on May 23, 2013, as a result of the reporting person's retirement as President and Chief Executive Officer and as a Director of the Company effective on December 26, 2014.

- (2) The number of performance stock units that vested, and therefore the number of shares of JEC common stock issued upon vesting, represents 100% of the target number of performance stock units awarded.
- (3) Represents distribution of JEC common stock upon Board-approved accelerated vesting of performance stock units acquired on May 22, 2014, as a result of the reporting person's retirement as President and Chief Executive Officer and as a Director of the Company effective on December 26, 2014.
- (4) Represents number of shares of JEC common stock tendered for tax withholding on distribution of JEC common stock upon vesting of performance stock units.
- (5) Each performance stock unit award represents a contingent right to receive one share of JEC common stock.
- (6) The Board of Directors accelerated the vesting of the performance stock units to December 26, 2014 in connection with the reporting person's retirement.

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.