

JACOBS ENGINEERING GROUP INC /DE/
Form 4
June 10, 2015

FORM 4

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

OMB APPROVAL

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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 *
Mandel Joseph G.

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)
06/08/2015

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

PASADENA, CA 91101

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 (D) Price				
Common Stock	06/08/2015		M ⁽¹⁾		8,448 <u>(2)</u>	A	\$ 27,402	D	
Common Stock	06/08/2015		F		2,311 <u>(3)</u>	D	\$ 42.65	25,091	D

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

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(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)	8. Amount or Number of Shares
Performance Stock Unit	\$ 0 ⁽⁴⁾	06/08/2015		M ⁽¹⁾	8,448 ⁽²⁾	⁽⁵⁾ / ⁽⁵⁾	Common Stock	8,448 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mandel Joseph G. 155 NORTH LAKE AVE PASADENA, CA 91101			Executive Vice President	

Signatures

/s/ Perry D. Mangers
06/09/2015
Date

**Signature of Reporting Person

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 May 24, 2012 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 56.32% 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 vesting 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.
- (4) Each performance stock unit award represented a contingent right to receive one share of JEC common stock.
- (5) The performance stock units award vested on May 28, 2015.

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.