

AECOM TECHNOLOGY CORP

Form 4

February 13, 2009

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dionisio John M

(Last) (First) (Middle)

C/O AECOM TECHNOLOGY
CORPORATION, 555 S. FLOWER
STREET, SUITE 3700

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
AECOM TECHNOLOGY CORP
[ACM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Common Stock				(A) or (D)	342,726	D	
Common Stock				(A) or (D)	86,608.147	I	by Fidelity Management Trust Company under AECOM Retirement & Savings Plan

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Common Stock Unit	\$ 26.18	02/13/2009		S ⁽¹⁾	295,365.866	⁽²⁾	⁽²⁾	Common Stock	2,953,658.66
Restricted Stock Unit	⁽³⁾					⁽⁴⁾	⁽⁴⁾	Common Stock	
Employee Stock Option	\$ 7.84					12/31/2005	11/21/2009	Common Stock	
Employee Stock Option	\$ 9.755					09/30/2006	11/20/2010	Common Stock	
Employee Stock Option	\$ 10.39					09/30/2006	12/02/2011	Common Stock	
Employee Stock Option	\$ 23.94					12/01/2011	12/01/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dionisio John M C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071	X		President & CEO	

Signatures

/s/ David Y. Gan, Attorney-in-Fact for John M.
Dionisio

02/13/2009

__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) Transaction within AECOM's Deferred Compensation Plan (the Plan) consisting of sale of AECOM stock units and concurrent purchase of mutual funds offered within the Plan. The transaction was undertaken to diversify Mr. Dionisio's investments, substantially all of which had been concentrated in AECOM securities. No amounts were withdrawn from the Plan as a result of this transaction and therefore there were no cash proceeds to Mr. Dionisio.
- (2) Each common stock unit is the economic equivalent of one share of AECOM common stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (4) The restricted stock units vest on January 2, 2012.

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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