JABIL CIRCUIT INC

Form 4

October 13, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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obligations

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

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 * BROWN SCOTT D			2. Issuer Name and Ticker or Trading Symbol JABIL CIRCUIT INC [JBL]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
10560 DR. MARTIN LUTHER KING JR. ST N			(Month/Day/Year) 10/11/2005	Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ST. PETERSI	BURG, FL	33716-3718	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock (1)	10/11/2005		A	43,932	A	\$ 0 (2)	69,313 (3)	D	
Common Stock							41,996	I	Scott D Brown Rev LT

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	TransactionDerivative Expiration Date Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		e	7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Appreciation Right (4)	\$ 29.79	10/11/2005		A	38,537	01/11/2007	10/10/2015	Common Stock	38,5

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BROWN SCOTT D			Executive			
10560 DR. MARTIN LUTHER KING JR. ST N			Vice			
ST. PETERSBURG, FL 33716-3718			President			

Signatures

By: Robert L. Paver, Attorney-in-Fact For: Scott D.

Brown

10/13/2005

**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).

This represents the grant of a performance-based restricted stock award that has restrictions that lapse at varying rates based on certain performance-based criteria. The award has an "overdrive" feature that provides that if the Compound Annual Growth Rate ("CAGR") of

- (1) the Company's core EPS for FY06 through FY08 is in excess of a certain specified percentage the reporting person is entitled to additional shares. The number of shares listed in Column 4 of Table 1 represents the maximum of shares that may be issued pursuant to the award if the CAGR maximum target is met.
- (2) \$0.00 has been inserted to satisfy the requirements to submit this form via the EDGAR system.
- (3) Column 5 of Table I includes 596 shares acquired on June 30, 2005 under the 2002 Employee Stock Purchase Plan of Jabil Circuit, Inc.
 - Stock Appreciation Rights shall vest at the rate of one-twelfth of the initial shares subject to the award one year and three months after the date of grant (which date of grant was 10/11/2005), with an additional one-twelfth of the initial shares subject to the award vesting on the
- (4) same calendar date of each successive three month period thereafter, with, as a result, all of the initial shares subject to the award vesting by four years from the date of grant; provided that in all instances the reporting person is an employee of, or consultant (as defined in the relevant stock incentive plan) to, the Company or a subsidiary.

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.

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