

Tyler Michael R  
Form 4  
November 28, 2018

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tyler Michael R

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)  
1999 BRYAN STREET, SUITE  
1200

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/26/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & GENERAL COUNSEL

(Street)  
DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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	11/26/2018		M <sup>(1)</sup>	(A) or (D) 4,945 (2)	Price 30,371	D	
Common Stock	11/26/2018		F	2,452 (3)	\$ 65.27	27,919	D
Common Stock	11/26/2018		M <sup>(1)</sup>	5,265 (4)	A 33,184	D	
Common Stock	11/26/2018		F	2,611 (3)	\$ 65.27	30,573	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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Stock Units	\$ 0 <sup>(5)</sup>	11/26/2018		M <sup>(1)</sup>	4,945 <sub>(2)</sub>	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	4,945 <sub>(2)</sub>
Performance Stock Units	\$ 0 <sup>(5)</sup>	11/26/2018		M <sup>(1)</sup>	5,265 <sub>(4)</sub>	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	5,265 <sub>(4)</sub>

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tyler Michael R 1999 BRYAN STREET, SUITE 1200 DALLAS, TX 75201	SVP & GENERAL COUNSEL

## Signatures

Kevin C. Berryman - Attorney-in-Fact for Michael R.  
Tyler 11/28/2018

                    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) Represents distribution of JEC common stock upon vesting of performance stock units awarded on November 19, 2015 pursuant to the 1999 Stock Incentive Plan.

(2) The number of performance stock units that vested, and therefore the number of shares of JEC common stock issued upon vesting, represents 140.9% 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 performance period.

(3)

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Represents number of shares of JEC common stock tendered for tax withholding on distribution of JEC common stock upon vesting of performance stock units.

The number of performance stock units that vested, and therefore, the number of shares of JEC common stock issued upon vesting,

- (4) represents 150% of the number of performance stock units initially awarded, with such percentage based on the stock price performance of JEC common stock relative to the stock price performance of a defined group of industry peers.
- (5) Each performance stock unit award represented a contingent right to receive one share of JEC common stock.
- (6) The performance stock units awarded vested on November 26, 2018.

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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