

Pai Vinayak Ratnakar  
Form 4  
April 30, 2019

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pai Vinayak Ratnakar

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, #1200  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/26/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
President, ECR

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 (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 Ownership (Instr. 4)
Common Stock	04/26/2019		F	(A) or (D) 1,078 (1)	\$ 78.98	11,248	D
Common Stock	04/26/2019		J(2)	1,885	\$ 78.98	9,363	D

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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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. 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. Price of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 42.74	04/26/2019		J <sup>(3)</sup>	1,158	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	1,158	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pai Vinayak Ratnakar 1999 BRYAN STREET #1200 DALLAS, TX 75201	President, ECR

## Signatures

Kevin C. Berryman - Attorney-in-Fact for Vinayak Ratnakar Pai 04/30/2019

\_\_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 number of shares of JEC common stock tendered for tax withholding upon vesting of restricted stock units pursuant to the Company's 1999 Stock Incentive Plan.

(2) Represents restricted stock units which forfeited in connection with the closing of the sale of the Company's Energy, Chemicals & Resources division to WorleyParsons Limited on April 26, 2019. Pursuant to the terms of the Amended and Restated Stock and Asset Purchase Agreement, dated as of April 26, 2019, by and between the Company and WorleyParsons Limited (the "Purchase Agreement"), the value of the forfeited restricted stock units will be replaced by equity of WorleyParsons Limited.

(3) Represents unvested options which forfeited in connection with the closing of the sale of the Company's Energy, Chemicals & Resources division to WorleyParsons Limited on April 26, 2019. Pursuant to the terms of the Purchase Agreement, the value of the forfeited options will be replaced by equity of WorleyParsons Limited.

(4) Stock options are forfeited.

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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