

AECOM
Form 4

September 20, 2016

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Werner Frederick W

(Last) (First) (Middle)

C/O AECOM, 1999 AVENUE OF
THE STARS, SUITE 2600

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Pres, Design & Conslt Services

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	09/16/2016		M ⁽¹⁾	20,287	A \$ 27.54	62,936	D
Common Stock	09/16/2016		S ⁽¹⁾	20,287	D \$ 27.8274	42,649	D
Common Stock	09/16/2016		S ⁽¹⁾	7,500	D \$ 27.8274	35,149	D
Common Stock						65,827.6628	I by Merrill Lynch under

AECOM
Retirement
& Savings
Plan (RSP)

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 required to respond unless the form displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 27.54	09/16/2016		M		20,287		<u>(4)</u>	12/08/2017	Common Stock	20,287
Restricted Stock Units	<u>(3)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	23,230
Restricted Stock Units	<u>(3)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock	24,474
Restricted Stock Units	<u>(3)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	26,738

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Werner Frederick W C/O AECOM 1999 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	Pres, Design & Conslt Services

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Frederick W.
Werner

09/20/2016

__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) The sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on August 11, 2016.

This transaction was executed in multiple trades at prices ranging from \$27.80 to \$28.05. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.

(4) The options vested in three equal annual installments beginning on December 8, 2011.

(5) The restricted stock units vest in December 2016.

(6) The restricted stock units vest in December 2017.

(7) The restricted stock units vest in December 2018.

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.