

AECOM TECHNOLOGY CORP
 Form 4
 March 26, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Chmielinski Jane A

(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)
 03/24/2014

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)
 Chief Operating Officer

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. 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: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/24/2014		M ⁽¹⁾	A	\$ 23.94	D	
Common Stock	03/24/2014		M ⁽¹⁾	A	\$ 24.45	D	
Common Stock	03/24/2014		M ⁽¹⁾	A	\$ 27.54	D	
Common Stock	03/24/2014		S ⁽¹⁾	D	\$ 32.1235	D	

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Common Stock	03/25/2014		<u>M</u> ⁽¹⁾	26,742	A	\$ 27.54	31,556	D	
Common Stock	03/25/2014		<u>S</u> ⁽¹⁾	28,442	D	\$ 32.011 <u>(3)</u>	3,114	D	
Common Stock							13,128.3755	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.

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 23.94	03/24/2014		M	12,286	<u>(4)</u>	12/01/2015	Common Stock	12,286
Employee Stock Option	\$ 24.45	03/24/2014		M	29,070	<u>(5)</u>	12/02/2016	Common Stock	29,070
Employee Stock Option	\$ 27.54	03/24/2014		M	13,195	<u>(6)</u>	12/08/2017	Common Stock	13,195
Employee Stock Option	\$ 27.54	03/25/2014		M	26,742	<u>(6)</u>	12/08/2017	Common Stock	26,742
Restricted Stock Units	<u>(7)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	31,144

Restricted Stock Units	(7)	(9)	(9)	Common Stock	43,127
Restricted Stock Units	(7)	(10)	(10)	Common Stock	34,224

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chmielinski Jane A C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071			Chief Operating Officer	

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Jane A.
Chmielinski

03/26/2014

__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 February 20, 2014.
This transaction was executed in multiple trades at prices ranging from \$31.57 to \$ 32.61. 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.
- (2) This transaction was executed in multiple trades at prices ranging from \$32.00 to \$ 32.18. 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) The options vested in three equal annual installments beginning on December 1, 2009.
- (4) The options vested in three equal annual installments beginning on December 2, 2010.
- (5) The options vested in three equal annual installments beginning on December 8, 2011.
- (6) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (7) The restricted stock units vest in December 2014.
- (8) The restricted stock units vest in December 2015.
- (9) The restricted stock units vest in December 2016.
- (10) The restricted stock units vest in December 2016.

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.