

AECOM TECHNOLOGY CORP
 Form 4
 June 11, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
OUCHI WILLIAM G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2009

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

C/O AECOM TECHNOLOGY CORPORATION, 555 S. FLOWER STREET, SUITE 3700

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90071

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 06/10/2009 | | M | A | 8,000 | \$ 10.335 | 8,000 D |
| Common Stock | 06/10/2009 | | S(1) | D | 8,000 | \$ 30.41 | 0 D |
| Common Stock | 06/10/2009 | | M | A | 2,000 | \$ 11.29 | 2,000 D |
| Common Stock | 06/10/2009 | | S(1) | D | 2,000 | \$ 30.41 | 0 D |
| | | | | | | 59,000 | I |

Common
Stock

by
William
Ouchi
Trust

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 10.335 | 06/10/2009 | | M | 8,000 | 08/26/2004 02/26/2011 | Common Stock | 8,000 |
| Stock Option | \$ 11.29 | 06/10/2009 | | M | 2,000 | 09/03/2005 03/03/2012 | Common Stock | 2,000 |
| Stock Option | \$ 21.01 | | | | | 03/05/2010 03/05/2016 | Common Stock | 10,000 |
| Stock Option | \$ 12.535 | | | | | 09/02/2006 03/02/2013 | Common Stock | 10,000 |
| Stock Option | \$ 15.405 | | | | | 09/02/2007 03/02/2014 | Common Stock | 10,000 |
| Stock Option | \$ 27 | | | | | 08/28/2008 02/28/2015 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OUCHI WILLIAM G C/O AECOM TECHNOLOGY CORPORATION | X | | | |

555 S. FLOWER STREET, SUITE 3700
LOS ANGELES, CA 90071

Signatures

/s/ David Y. Gan, Attorney-in-Fact for William G.
Ouchi

06/11/2009

__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 effected pursuant to a Rule 10b5-1 plan adopted on May 11, 2009.

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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