

Burke Michael S
 Form 4
 October 06, 2017

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 *
 Burke Michael S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O AECOM, 1999 AVENUE OF THE STARS, SUITE 2600

3. Date of Earliest Transaction (Month/Day/Year)
 10/05/2017

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

(Street)
 LOS ANGELES, CA 90067

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

(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)			
Common Stock	10/05/2017		M ⁽¹⁾	V	66,561	A	\$ 27.54	220,923	D	
Common Stock	10/05/2017		S		56,800	D	\$ 36.86	164,123	D	
Common Stock								38,910,485	I	

by Merrill Lynch under AECOM Retirement & Savings Plan (RSP)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options	\$ 27.54	10/05/2017		M	66,561	10/05/2017	12/08/2017	Common Stock	66,561
Stock Options	\$ 31.62					(4)	03/05/2024	Common Stock	638,570
Restricted Stock Unit	(3)					(5)	(5)	Common Stock	111,070
Restricted Stock Units	(3)					(6)	(6)	Common Stock	154,270
Restricted Stock Units	(3)					(7)	(7)	Common Stock	140,370
Restricted Stock Units	(3)					(8)	(8)	Common Stock	115,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke Michael S C/O AECOM 1999 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X		Chairman & CEO	

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Michael S.
Burke

10/06/2017

__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 sale in this Form 4 was made pursuant to a 10b5-1 trading plan adopted on September 1, 2017 solely to cover the option cost, taxes and other fees related to the exercise of the stock option that would have expired on December 8, 2017. After the transaction, the remaining 9,761 net shares continue to be held by Michael S. Burke.

(2) This transaction was executed in multiple trades at prices ranging from \$36.46 to \$36.92. 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 option becomes exercisable, if at all, beginning on March 5, 2019 subject to (A) continued employment and (B) the average daily closing price of AECOM's common stock on the New York Stock Exchange during any consecutive 20 trading day period exceeding certain price hurdles.

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

(6) The restricted stock units vest in three equal annual installments beginning on November 2017.

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

(8) The restricted stock units vest in December 2019.

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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