

AECOM  
Form 4  
November 10, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(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)  
11/09/2016

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)  
Chairman & CEO

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. 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/09/2016		M <sup>(1)</sup>		58,140	A	\$ 24.45
Common Stock	11/09/2016		S <sup>(1)</sup>		53,100	D	\$ 31
Common Stock							38,205.6306

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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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
Stock Options	\$ 24.45	11/09/2016		M	58,140	(3) 12/02/2016	Common Stock	58,140	
Stock Options	\$ 27.54					(4) 12/08/2017	Common Stock	66,561	
Stock Options	\$ 31.62					(5) 03/05/2024	Common Stock	638,570	
Restricted Stock Units	(2)					(6) (6)	Common Stock	50,651	
Restricted Stock Units	(2)					(6) (6)	Common Stock	17,711	
Restricted Stock Units	(2)					(7) (7)	Common Stock	111,077	
Restricted Stock Units	(2)					(8) (8)	Common Stock	154,274	
Restricted Stock Unit	(2)					(9) (9)	Common Stock	140,375	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		Chairman & CEO	

Burke Michael S  
C/O AECOM  
1999 AVENUE OF THE STARS, SUITE 2600  
LOS ANGELES, CA 90067

## Signatures

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

11/10/2016

\_\_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).

- The transaction in this Form 4 was made pursuant to a 10b5-1 trading plan adopted on September 12, 2016, solely to cover the option
- (1) cost, taxes, and other fees related to the exercise of the stock option. After the transaction, the remaining net shares of 5,040 continue to be held by the filer, Michael S. Burke.
  - (2) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
  - (3) The stock option vests in three equal annual installments beginning on December 2, 2010.
  - (4) The stock option vests in three equal annual installments beginning on December 8, 2011.

- 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 2016.
  - (6) The restricted stock units vest in December 2017.
  - (7) The restricted stock units vest in three equal annual installments beginning November 2017.
  - (8) The restricted stock units vest in December 2018.
  - (9) 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.