

PERINI CORP
Form 4
March 16, 2006

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 *
SHAW CRAIG W

(Last) (First) (Middle)

73 MT WAYTE AVE

(Street)

FRAMINGHAM, MA 01701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PERINI CORP [PCR]

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2006

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)
President, Perini Building Co.

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 or Price		
Common Stock	03/14/2006		M		10,000 A \$ 4.5	10,000	D
Common Stock	03/14/2006		S ⁽¹⁾		1,000 D \$ 28.8	9,000	D
Common Stock	03/14/2006		S ⁽¹⁾		1,000 D \$ 29.01	8,000	D
Common Stock	03/14/2006		S ⁽¹⁾		100 D \$ 29	7,900	D
Common Stock	03/14/2006		S ⁽¹⁾		900 D \$ 28.93	7,000	D

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Common Stock	03/14/2006	<u>S(1)</u>	700	D	\$ 28.87	6,300	D
Common Stock	03/14/2006	<u>S(1)</u>	300	D	\$ 28.8	6,000	D
Common Stock	03/14/2006	<u>S(1)</u>	800	D	\$ 28.99	5,200	D
Common Stock	03/14/2006	<u>S(1)</u>	200	D	\$ 28.95	5,000	D
Common Stock	03/14/2006	<u>S(1)</u>	500	D	\$ 29.16	4,500	D
Common Stock	03/14/2006	<u>S(1)</u>	500	D	\$ 29.09	4,000	D
Common Stock	03/14/2006	<u>S(1)</u>	200	D	\$ 29.16	3,800	D
Common Stock	03/14/2006	<u>S(1)</u>	800	D	\$ 29.08	3,000	D
Common Stock	03/14/2006	<u>S(1)</u>	200	D	\$ 29.27	2,800	D
Common Stock	03/14/2006	<u>S(1)</u>	500	D	\$ 29.3	2,300	D
Common Stock	03/14/2006	<u>S(1)</u>	100	D	\$ 29.29	2,200	D
Common Stock	03/14/2006	<u>S(1)</u>	200	D	\$ 29.25	2,000	D
Common Stock	03/14/2006	<u>S(1)</u>	700	D	\$ 29.28	1,300	D
Common Stock	03/14/2006	<u>S(1)</u>	300	D	\$ 29.27	1,000	D
Common Stock	03/14/2006	<u>S(1)</u>	1,000	D	\$ 29.14	0	D

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.5	03/14/2006	M				03/29/2000	05/24/2010	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SHAW CRAIG W 73 MT WAYTE AVE FRAMINGHAM, MA 01701			Officer
			Other
			President, Perini Building Co.

Signatures

/s/Michael E. Ciskey, Attorney
in fact

03/16/2006

**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 reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 17, 2004.
 - (2) Granted an option to purchase 400,000 shares of Common Stock at an exercise price of \$4.50 per share; 33.33% of such shares vested on 3/2000; an additional 33.34% vested on 3/2001 and an additional 33.33% vested on 3/2002.

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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