

TUTOR PERINI Corp
Form SC 13D/A
September 20, 2010

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

Schedule 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Tutor Perini Corporation

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

901109 108

(CUSIP Number)

Ronald N. Tutor

Tutor Perini Corporation
15901 Olden Street
Sylmar, California 91342
(818) 362-8391

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 17, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 9 Pages

1 NAMES OF REPORTING PERSONS / I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(entities only)
RONALD N. TUTOR

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) OR
2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | | |
|--|--|----|--------------------------|
| | | 7 | SOLE VOTING POWER |
| | | | 17,182,900 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 8 | SHARED VOTING POWER |
| | | | 0 |
| | | 9 | SOLE DISPOSITIVE POWER |
| | | | 17,182,900 |
| | | 10 | SHARED DISPOSITIVE POWER |
| | | | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,216,155

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
40.8%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

1 NAMES OF REPORTING PERSONS / I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(entities only)
THE RONALD N. TUTOR SEPARATE PROPERTY TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) OR
2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

| | | | |
|--|----|--------------------------|------------|
| | 7 | SOLE VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | | 17,032,900 |
| | 8 | SHARED VOTING POWER | |
| | | | 0 |
| | 9 | SOLE DISPOSITIVE POWER | |
| | | | 17,032,900 |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,032,900

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

36.2%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAMES OF REPORTING PERSONS / I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(entities only)
RONALD N. TUTOR 2009 DYNASTY TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) OR
(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

| | | | |
|--|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | | 2,033,255 |
| | 8 | SHARED VOTING POWER | |
| | | | 0 |
| | 9 | SOLE DISPOSITIVE POWER | |
| | | | 2,033,255 |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,033,255

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.3%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

Introduction

This Amendment No. 4 (this "Amendment") amends and supplements the information set forth in Schedule 13D that was originally filed on September 18, 2008, (the "Schedule 13D") as amended by Amendment No. 1 previously filed on March 19, 2010, as amended by Amendment No. 2 previously filed on June 11, 2010, and as amended by Amendment No. 3 previously filed on September 16, 2010 relating to the beneficial ownership of shares of Common Stock by Ronald N. Tutor, the Ronald N. Tutor Separate Property Trust, a California Trust (the "SPT") and the Ronald N. Tutor 2009 Dynasty Trust (the "DT"). Capitalized terms used herein and not otherwise defined shall have the respective meanings ascribed to them in the Schedule 13D.

This Amendment relates to Amendment No. 1 to the Shareholders Agreement, dated April 2, 2008, by and between the Company and Ronald N. Tutor, as Shareholder Representative (as such term is defined in the Shareholders Agreement).

Additionally, this Amendment relates to the disposition of 490,000 shares of Common Stock by the SPT.

Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Schedule 13D.

Item 4.

Purpose of Transaction.

The following information hereby is added to the existing disclosure:

On September 17, 2010, the Company and Ronald N. Tutor, in his capacity as Shareholder Representative (as such term is defined in the Shareholders Agreement), entered into Amendment No. 1 to the Shareholders Agreement ("Amendment No. 1"). Pursuant to Amendment No. 1, the transfer restrictions contained in Section 5(a) of the Shareholders Agreement were revised to permit Ronald N. Tutor, the SPT and the DT to freely transfer up to 40% (up from 30%) of the shares of Common Stock they received in the Merger (as such term is defined in the Shareholders Agreement), so long as such transfer does not result, directly or indirectly, in the transfer of shares of Common Stock, through one or a series of related transactions, equal to or greater than 15% of the Total Voting Power (as such term is defined in the Shareholders Agreement) to any "person" or "group" within the meaning of Section 13(d)(3) of the Exchange Act.

Additionally, on September 17, 2010 the SPT disposed of 490,000 shares of Common Stock resulting in a decrease of shares of Common Stock beneficially owned by Mr. Tutor by an identical amount.

Other than as described in this Schedule 13D, the Reporting Persons do not have any plan or proposal that relates to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of Issuer.

Item 5 hereby is replaced in its entirety with the following:

The following information is based on a total of 47,047,933 shares of Common Stock outstanding as of August 4, 2010, as reported by the Issuer in the Quarterly Report on Form 10-Q filed by the Issuer on August 6, 2010.

(a), (b)

As of the date hereof, the Reporting Persons may be deemed to have beneficial ownership over shares of Common Stock as set forth below, and each such Reporting Person has sole voting and dispositive power with respect to all shares shown as being beneficially owned by him, except as otherwise indicated.

(i) Mr. Tutor may be deemed to have beneficial ownership of 19,216,155 shares of Common Stock, or 40.8%, with respect to which Mr. Tutor has sole voting power and sole dispositive power over 17,182,900 of such shares. Mr. Tutor directly owns 150,000 shares.

Mr. Tutor may be deemed to have beneficial ownership of 17,032,900 shares of Common Stock owned by the SPT. Mr. Tutor is the sole beneficiary and trustee of the SPT. The shares that Mr. Tutor may be deemed to beneficially own also include 2,033,255 shares of Common Stock owned by the DT, of which Mr. Tutor's issue are the beneficiaries, John Barrett is trustee with sole voting and dispositive power with respect to the Common Stock held by the DT. Mr. Tutor is the trust advisor to the DT, in which position Mr. Tutor has sole discretion to remove and replace the trustee, as well as the sole authority to reacquire or exchange the property of the DT, including the Common Stock, by substituting property of equal value.

(ii) The SPT may be deemed to have beneficial ownership of 17,032,900 shares of Common Stock, or 36.2%. However, such Reporting Person does not have any sole or shared voting or dispositive power with respect to such shares of Common Stock and neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by the SPT that it is the beneficial owner of any of the Common Stock held by Ronald N. Tutor or the DT referred to herein for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

(iii) The DT may be deemed to have acquired beneficial ownership of 2,033,255 shares of Common Stock, or 4.3%, in connection with the transfer described in Item 4 herein. Such Reporting Person has sole or shared voting or dispositive power with respect to such shares of Common Stock; however, the trust advisor to the Reporting Person retains the authority to reacquire the Common Stock from the DT and neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by the DT that it is the beneficial owner of any of the Common Stock held by Ronald N. Tutor or the SPT referred to herein for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

(c)

Transactions in the Common Stock effected by the Reporting Persons in the 60 days prior to the date of this Schedule 13D are described in Schedule A and incorporated herein by reference.

(d)

Except as described in this Schedule 13D, no person has the power to direct the receipt of dividends on or the proceeds of sales of, the shares of Common Stock beneficially owned by the Reporting Persons.

(e)

Not applicable.

Item 7. Materials to be Filed as Exhibits.

Exhibit H. Amendment No. 1 to the Shareholders Agreement, dated as of September 17, 2010, by and between Tutor Perini Corporation and Ronald N. Tutor, in his capacity as Shareholder Representative. (Designated as Exhibit 4.1 to the Current Report on Form 8-K filed by Tutor Perini Corporation on September 20, 2010).

CUSIP No. 901109 108

SCHEDULE 13D

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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 20, 2010

/s/ Ronald N. Tutor
RONALD N. TUTOR

RONALD N. TUTOR SEPARATE
PROPERTY TRUST

/s/ Ronald N. Tutor
BY: RONALD N. TUTOR
ITS: TRUSTEE

RONALD N. TUTOR 2009
DYNASTY TRUST

/s/ John D. Barrett
BY: JOHN D. BARRETT
ITS: TRUSTEE

SCHEDULE A

| Party | Date of Transaction | Number of Shares | Price Per Share | Nature of Transaction |
|---|---------------------|------------------|-----------------|---|
| Ronald N. Tutor Separate Property Trust | 09/17/2010 | 490,000 | \$ 19.29 | Disposition of Common Stock Pursuant to Rule 144* |

* Sale above has also previously been reported on a Form 4 as required pursuant to Section 16 of the Securities Exchange Act of 1934.