

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

(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)  
10/05/2017

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)        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 10/05/2017                           |  | M <sup>(1)</sup>               | V   | 66,561 A<br>\$ 27.54  | D  |  |
| Common Stock                    | 10/05/2017                           |  | S                              |   | 56,800 D<br>\$ 36.86<br><u>(2)</u>  | 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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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 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<br>C/O AECOM<br>1999 AVENUE OF THE STARS, SUITE 2600<br>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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