SMALLEY GARY G.
Form 4
March 19, 2019

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMALLEY GARY G.

(Last) (First) (Middle)

C/O TUTOR PERINI CORPORATION, 15901 OLDEN STREET

(Street)

SYLMAR, CA 91342

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TUTOR PERINI CORP [TPC]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/15/2019		A		13,096	A	(1)	29,444	D	
Common Stock	03/15/2019		F		6,885	D	$ 18.51	22,559	D	

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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	$ 17.06	03/15/2019		A		13,096		03/15/2019(2)	09/01/2025	Common Stock	13,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMALLEY GARY G. C/O TUTOR PERINI CORPORATION 15901 OLDEN STREET SYLMAR, CA 91342			Executive VP and CFO	

Signatures

/s/John D. Barrett, Attorney-in-Fact	03/19/2019
**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) On March 13, 2018, the reporting person was granted 15,000 restricted stock units (RSUs) (target amount) that vested on March 15, 2019 upon the achievement of performance criteria for the year ended December 31, 2018; approximately 87% of RSUs at target were earned. The RSUs convert into common stock of TPC on a 1-for-1 basis.

(2) On March 13, 2018 the reporting person was granted 15,000 stock options (SOs) that vested on March 15, 2019 upon the achievement of performance criteria for the year ended December 31, 2018; approximately 87% of SOs at target were earned.

(3) Includes 15,000 stock options that vested on March 15, 2017 and 15,000 stock options that vested on March 15, 2018, based upon the achievement of performance criteria for the years ended December 31, 2016 and 2017, respectively, (as reported on Form 4s on March 17, 2017 and March 19, 2018, respectively)

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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