

AECOM TECHNOLOGY CORP  
 Form 4  
 February 14, 2014

**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 \*  
 Dionisio John M

2. Issuer Name and Ticker or Trading Symbol  
 AECOM TECHNOLOGY CORP  
 [ACM]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/12/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

C/O AECOM TECHNOLOGY CORPORATION, 555 S. FLOWER STREET, SUITE 3700

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90071

(City) (State) (Zip)

**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 Ownership (Instr. 4)     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                    | 02/12/2014                           |  | S <sup>(1)</sup>               | 4,518 D \$ 30   | 235,740   | D  |  |
| Common Stock                    |                                      |  |                                |   | 16,300  | I  | by John M Dionisio & Rose Lucy Dionisio JTWROS |
| Common Stock                    |                                      |  |                                |   | 164,948   | I  | by John M Dionisio Family                      |

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|                 |             |   |   |
|-----------------|-------------|---|---|
| Common<br>Stock | 87,769.8264 | I | Irrevocable<br>Trust<br><br>by Merrill<br>Lynch under<br>AECOM<br>Retirement<br>& Savings<br>Plan (RSP) |
|-----------------|-------------|---|---|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. F<br>Der<br>Sec<br>(Ins |                                  |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------|----------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                      | Amount or<br>Number of<br>Shares |
| Employee<br>Stock<br>Option                         | \$ 23.94   |   |   |                                      |  | <u>(2)</u>   | 12/01/2015  | Common<br>Stock            | 98,281                           |
| Employee<br>Stock<br>Option                         | \$ 24.45   |   |   |                                      |  | <u>(3)</u>   | 12/02/2016  | Common<br>Stock            | 145,349                          |
| Employee<br>Stock<br>Option                         | \$ 27.54   |   |   |                                      |  | <u>(4)</u>   | 12/08/2017  | Common<br>Stock            | 4,083                            |
| Restricted<br>Stock Unit                            | <u>(5)</u>   |   |   |                                      |  | <u>(6)</u>   | <u>(6)</u>  | Common<br>Stock            | 35,685                           |
| Restricted<br>Stock Unit                            | <u>(5)</u>   |   |   |                                      |  | <u>(7)</u>   | <u>(7)</u>  | Common<br>Stock            | 108,755                          |
| Restricted<br>Stock Unit                            | <u>(5)</u>   |   |   |                                      |  | <u>(8)</u>   | <u>(8)</u>  | Common<br>Stock            | 84,874                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| Dionisio John M<br>C/O AECOM TECHNOLOGY CORPORATION<br>555 S. FLOWER STREET, SUITE 3700<br>LOS ANGELES, CA 90071 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Preston Hopson, Attorney-in-Fact for John M.

Dionisio

02/14/2014

\_\_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 sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on December 16, 2013.
  - (2) The options vested in three equal annual installments beginning on December 1, 2009.
  - (3) The options vested in three equal annual installments beginning on December 2, 2010.
  - (4) The options vested in three equal annual installments beginning on December 8, 2011.
  - (5) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
  - (6) The restricted stock units vest in three equal annual installments beginning December 2012.
  - (7) The restricted stock units vest in December 2015.
  - (8) The restricted stock units vest in December 2016.

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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