

TUTOR PERINI Corp
Form 4
June 01, 2012

FORM 4

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

OMB APPROVAL

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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 *
TUTOR RONALD N

(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)
06/01/2012

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	(1)	06/01/2012	A		150,000		05/01/2015(2)	(2)	Common Stock	150,000
Restricted Stock Units	(1)	06/01/2012	A		150,000		05/01/2016(3)	(3)	Common Stock	150,000
Restricted Stock Units	(1)	06/01/2012	A		150,000		05/01/2017(4)	(4)	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 11.05	06/01/2012	A		150,000		05/01/2015(5)	06/01/2022	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 11.05	06/01/2012	A		150,000		05/01/2016(6)	06/01/2022	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 11.05	06/01/2012	A		150,000		05/01/2017(7)	06/01/2022	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUTOR RONALD N C/O TUTOR PERINI CORPORATION 15901 OLDEN STREET SYLMAR, CA 91342	X	X	Chairman & CEO	

Signatures

/s/William B. Sparks, attorney
in fact

06/01/2012

__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 restricted stock units convert into common stock of Tutor Perini Corporation (the "Company") on a 1 for 1 basis.
- (2) The restricted stock units vest on May 1, 2015, subject to the achievement of certain performance criteria for fiscal year 2014.
- (3) The restricted stock units vest on May 1, 2016, subject to the achievement of certain performance criteria for fiscal year 2015.
- (4) The restricted stock units vest on May 1, 2017, subject to the achievement of certain performance criteria for fiscal year 2016.
- (5) The stock options become exercisable on May 1, 2015, subject to the achievement of certain performance criteria for fiscal year 2014.
- (6) The stock options become exercisable on May 1, 2016, subject to the achievement of certain performance criteria for fiscal year 2015.
- (7) The stock options become exercisable on May 1, 2017, subject to the achievement of certain performance criteria for fiscal year 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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