

AECOM TECHNOLOGY CORP
 Form 4
 November 16, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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).

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)
 11/14/2011

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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	11/14/2011		M		40,000	A	\$ 10.39	442,745	D	
Common Stock	11/14/2011		F		29,224	D	\$ 20.82	413,521	D	
Common Stock								10,000	I	

by John M Dionisio & Rose Lucy Dionisio JTWR0S

Common Stock	87,316.588	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
Employee Stock Option	\$ 10.39	11/14/2011		M		40,000		09/30/2006	12/02/2011	Common Stock	40,000
Employee Stock Option	\$ 23.94							<u>(1)</u>	12/01/2015	Common Stock	98,281
Employee Stock Option	\$ 24.45							<u>(2)</u>	12/02/2016	Common Stock	145,341
Employee Stock Option	\$ 27.54							<u>(3)</u>	12/08/2017	Common Stock	153,081
Restricted Stock Unit	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	33,417
Restricted Stock Unit	<u>(4)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock	34,081
Restricted Stock Unit	<u>(4)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	52,197

Reporting Owners

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

Signatures

/s/ David Y. Gan, Attorney-in-Fact for John M.

Dionisio

11/16/2011

__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 option vests in three equal annual installments beginning on December 1, 2009.
- (2) The option vests in three equal annual installments beginning on December 2, 2010.
- (3) The option vests in three equal annual installments beginning on December 8, 2011.
- (4) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (5) The restricted stock units vest in December 2011.
- (6) The restricted stock units vest in three equal annual installments beginning December 2010.
- (7) The restricted stock units vest in three equal annual installments beginning December 2011.

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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