

AECOM  
Form 4  
December 08, 2016

**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 \*  
Werner Frederick W

(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)  
12/06/2016

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)

Pres, Design & Conslt Services

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/06/2016		M <sup>(1)</sup>		3,000	A	\$ 27.54
Common Stock	12/06/2016		S <sup>(1)</sup>		3,000	D	\$ 38
Common Stock	12/08/2016		M <sup>(1)</sup>		3,000	A	\$ 27.54
Common Stock	12/08/2016		S <sup>(1)</sup>		3,000	D	\$ 40
Common Stock					65,827.6628	I	

by Merrill Lynch under

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)	8. Amount or Number of Shares
Employee Stock Options	\$ 27.54	12/08/2016		M	3,000	<u>(3)</u> 12/08/2017	Common Stock	3,000
Employee Stock Options	\$ 27.54	12/06/2016		M	3,000	<u>(3)</u> 12/08/2017	Common Stock	3,000
Restricted Stock Units	<u>(2)</u>					<u>(4)</u> <u>(4)</u>	Common Stock	23,230
Restricted Stock Units	<u>(2)</u>					<u>(5)</u> <u>(5)</u>	Common Stock	24,474
Restricted Stock Units	<u>(2)</u>					<u>(6)</u> <u>(6)</u>	Common Stock	26,738

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
Pres, Design & Conslt Services

Werner Frederick W  
C/O AECOM  
1999 AVENUE OF THE STARS, SUITE 2600  
LOS ANGELES, CA 90067

## Signatures

/s/ Preston Hopson, Attorney-in-Fact for Frederick W.  
Werner

12/08/2016

\_\_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 August 11, 2016.
  - (2) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
  - (3) The options vested in three equal annual installments beginning on December 8, 2011.
  - (4) The restricted stock units vest in December 2016.
  - (5) The restricted stock units vest in December 2017.
  - (6) The restricted stock units vest in December 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.