

Burke Michael S  
Form 4  
December 14, 2017

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Burke Michael S

(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)  
12/12/2017

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |            |   |                                                                             |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|------------|---|-----------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |            |   |                                                                             |
| Common<br>Stock                       | 12/12/2017                              |                                                             | S <sup>(1)</sup>                     |                                                                            | 30,000                                                                                                             | D                                                                    | \$ 39                                                             | 157,649    | D |                                                                             |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    |                                                                      |                                                                   | 38,910.485 | I | 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.

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. F                 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               |                      |
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           |                      |
| Stock Options                              | \$ 31.62                                               |                                      |                                                    |                                |                                                                                         | (2)                                                      | 03/05/2024                                                    | Common Stock 638,570 |
| Restricted Stock Units                     | (3)                                                    |                                      |                                                    |                                |                                                                                         | (4)                                                      | (4)                                                           | Common Stock 102,849 |
| Restricted Stock Unit                      | (3)                                                    |                                      |                                                    |                                |                                                                                         | (5)                                                      | (5)                                                           | Common Stock 111,077 |
| Restricted Stock Units                     | (3)                                                    |                                      |                                                    |                                |                                                                                         | (6)                                                      | (6)                                                           | Common Stock 140,375 |
| Restricted Stock Units                     | (3)                                                    |                                      |                                                    |                                |                                                                                         | (7)                                                      | (7)                                                           | Common Stock 115,304 |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                               | Director      | 10% Owner | Officer        | Other |
| Burke Michael S<br>C/O AECOM<br>1999 AVENUE OF THE STARS, SUITE 2600<br>LOS ANGELES, CA 90067 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Preston Hopson, Attorney-in-Fact for Michael S. Burke

12/14/2017

\_\_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 sale in this Form 4 was made pursuant to a 10b5-1 trading plan policy adopted on May 26, 2017.

The option becomes exercisable if at all, beginning on March 5, 2019, subject to (A) continued employment and (B) the average daily closing price of AECOM's common stock on the New York Stock Exchange during any consecutive 20 trading day period exceeding certain price hurdles.

(3) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.

(4) The restricted stock units vest in three equal installments beginning on November 2017.

(5) The restricted stock units vest in December 2017.

(6) The restricted stock units vest in December 2018.

(7) The restricted stock units vest in December 2019.

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.