SMALLEY GARY G.

Form 4 March 19, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading SMALLEY GARY G. Symbol TUTOR PERINI CORP [TPC]

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 03/15/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O TUTOR PERINI CORPORATION, 15901 OLDEN **STREET**

(State)

(First)

Director 10% Owner X_ Officer (give title Other (specify below)

Executive VP and CFO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

SYLMAR, CA 91342

(City)

Tuble 1 Tront Delivative Securities required, Disposed									i, or beneficially owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Direct		7. Nature of Indirect Beneficial			
		(Month/Day/Year)	(Instr. 8)	(msure, rande)			Owned	(D) or	Ownership		
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock	03/15/2019		A	13,096	A	<u>(1)</u>	29,444	D			
Common Stock	03/15/2019		F	6,885	D	\$ 18.51	22,559	D			

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 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 or 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 Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 17.06	03/15/2019		A	13,096	03/15/2019(2)	09/01/2025	Common Stock	13,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMALLEY GARY G. C/O TUTOR PERINI CORPORATION 15901 OLDEN STREET SYLMAR, CA 91342

Executive VP and CFO

Signatures

/s/John D. Barrett,
Attorney-in-Fact
03/19/2019

**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).
- On March 13, 2018, the reporting person was granted 15,000 restricted stock units (RSUs) (target amount) that vested on March 15, 2019 upon the achievement of performance criteria for the year ended December 31, 2018; approximately 87% of RSUs at target were earned. The RSUs convert into common stock of TPC on a 1-for-1 basis.
- On March 13, 2018 the reporting person was granted 15,000 stock options (SOs) that vested on March 15, 2019 upon the achievement of performance criteria for the year ended December 31, 2018; approximately 87% of SOs at target were earned.
- Includes 15,000 stock options that vested on March 15, 2017 and 15,000 stock options that vested on March 15, 2018, based upon the achievement of performance criteria for the years ended December 31, 2016 and 2017, respectively, (as reported on Form 4s on March 17, 2017 and March 19, 2018, respectively)

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