

PERINI CORP
Form 4
December 10, 2004

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 *
KLEIN MICHAEL R

(Last) (First) (Middle)

WILMER, CUTLER &
PICKERING, 2445 M STREET NW

(Street)

WASHINGTON, DC 20037-1420

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PERINI CORP [PCR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2004

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/08/2004 | | G | V 25,000 D \$ 0 ⁽¹⁾ 0 | | D | |
| Common Stock | 12/08/2004 | | M | 100,000 A \$ 4.5 | 100,000 | D | |
| Common Stock | 12/08/2004 | | M | 8,000 A \$ 3.125 | 108,000 | D | |
| Common Stock | 12/08/2004 | | G | V 108,000 D \$ 0 ⁽¹⁾ 0 | | D | |
| Common Stock | | | | | 4,150 | I | As custodian for son |

| | | | |
|--------------|--------|---|----------------------|
| Common Stock | 4,150 | I | As custodian for son |
| Common Stock | 60,955 | I | By 401(k) Plan |

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

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(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 of Number of Shares |
| Stock Option (right to buy) | \$ 4.5 | 12/08/2004 | | M | 100,000 | 11/15/2000 11/14/2010 | Common Stock 100,000 |
| Stock Option (right to buy) | \$ 3.125 | 12/08/2004 | | M | 8,000 | 05/25/2003 05/24/2010 | Common Stock 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KLEIN MICHAEL R WILMER, CUTLER & PICKERING 2445 M STREET NW WASHINGTON, DC 20037-1420 | X | | | |

Signatures

/s/Michael E. Ciskey, Attorney
in fact 12/10/2004

__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) Shares transferred by reporting person pursuant to gift to an educational institution.
- (2) Granted an option to purchase 100,000 shares of Common Stock at an exercise price of \$4.50 per share; 33.33% of such shares vested on 11/2000; an additional 33.34% vested on 11/2001 and an additional 33.33% vested on 11/2002.
- (3) Granted an option to purchase 8,000 shares of Common Stock at an exercise price of \$3.125 per share; 100% of such shares vested on 5/2003.

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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