

AECOM TECHNOLOGY CORP
 Form 4
 February 13, 2009

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 *
 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)
 02/13/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					342,726	D	by Fidelity Management Trust Company under AECOM Retirement & Savings Plan
Common Stock					86,608.147	I	

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Unit	\$ 26.18	02/13/2009		S ⁽¹⁾	295,365.866	<u>(2)</u>	<u>(2)</u>	Common Stock
Restricted Stock Unit	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock
Employee Stock Option	\$ 7.84					12/31/2005	11/21/2009	Common Stock
Employee Stock Option	\$ 9.755					09/30/2006	11/20/2010	Common Stock
Employee Stock Option	\$ 10.39					09/30/2006	12/02/2011	Common Stock
Employee Stock Option	\$ 23.94					12/01/2011	12/01/2015	Common Stock

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		President & CEO	

Signatures

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

02/13/2009

__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).

- Transaction within AECOM's Deferred Compensation Plan (the Plan) consisting of sale of AECOM stock units and concurrent purchase of mutual funds offered within the Plan. The transaction was undertaken to diversify Mr. Dionisio's investments, substantially all of which had been concentrated in AECOM securities. No amounts were withdrawn from the Plan as a result of this transaction and therefore there were no cash proceeds to Mr. Dionisio.
- (1) Transaction within AECOM's Deferred Compensation Plan (the Plan) consisting of sale of AECOM stock units and concurrent purchase of mutual funds offered within the Plan. The transaction was undertaken to diversify Mr. Dionisio's investments, substantially all of which had been concentrated in AECOM securities. No amounts were withdrawn from the Plan as a result of this transaction and therefore there were no cash proceeds to Mr. Dionisio.
 - (2) Each common stock unit is the economic equivalent of one share of AECOM common stock.
 - (3) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
 - (4) The restricted stock units vest on January 2, 2012.

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.