

PERINI CORP
Form 4
November 19, 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 *
SHAW CRAIG W

(Last) (First) (Middle)
73 MT WAYTE AVE
(Street)

FRAMINGHAM, MA 01701

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2004

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)
President, Perini Bldg Co.

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/17/2004	11/17/2004	M	25,000	A \$ 5.2875	25,000	D
Common Stock	11/17/2004	11/17/2004	M	14,300	A \$ 4.5	39,300	D
Common Stock	11/17/2004	11/17/2004	S	11,800	D \$ 14.15	27,500	D
Common Stock	11/17/2004	11/17/2004	S	200	D \$ 14.17	27,300	D
Common Stock	11/17/2004	11/17/2004	S	100	D \$ 14.2	27,200	D

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Common Stock	11/17/2004	11/17/2004	S	14,700	D	\$ 14.25	12,500	D
Common Stock	11/17/2004	11/17/2004	S	1,800	D	\$ 14.26	10,700	D
Common Stock	11/17/2004	11/17/2004	S	5,300	D	\$ 14.27	5,400	D
Common Stock	11/17/2004	11/17/2004	S	2,000	D	\$ 14.28	3,400	D
Common Stock	11/17/2004	11/17/2004	S	300	D	\$ 14.29	3,100	D
Common Stock	11/17/2004	11/17/2004	S	500	D	\$ 14.3	2,600	D
Common Stock	11/17/2004	11/17/2004	S	700	D	\$ 14.33	1,900	D
Common Stock	11/17/2004	11/17/2004	S	1,700	D	\$ 14.35	200	D
Common Stock	11/17/2004	11/17/2004	S	200	D	\$ 14.4	0	D
Common Stock	11/18/2004	11/17/2004	M	700	A	\$ 4.5	700	D
Common Stock	11/18/2004	11/17/2004	S	100	D	\$ 14.15	600	D
Common Stock	11/18/2004	11/17/2004	S	600	D	\$ 14.1	0	D

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

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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	Amount or Number of Shares

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Employee Stock Option (right to buy)	\$ 5.2875	11/17/2004	11/17/2004	M	25,000	12/10/2000 ⁽¹⁾	12/09/2006	Common Stock	25,0
Employee Stock Option (right to buy)	\$ 4.5	11/17/2004	11/17/2004	M	14,300	03/29/2000 ⁽²⁾	05/24/2010	Common Stock	14,3
Employee Stock Option (right to buy)	\$ 4.5	11/18/2004	11/18/2004	M	700	03/29/2000 ⁽²⁾	05/24/2010	Common Stock	700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAW CRAIG W 73 MT WAYTE AVE FRAMINGHAM, MA 01701			President, Perini Bldg Co.	

Signatures

/s/Michael E. Ciskey, Attorney-in-fact	11/19/2004
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Granted an option to purchase 25,000 shares of Common Stock at an exercise rate of \$5.2875 per share; 50% of such shares vested 12/2000, an additional 50% vested 12/2001.
 - (2) Granted an option to purchase 400,000 shares of Common Stock at an exercise rate of \$4.50 per share; 33.33% of such shares vested 3/2000; an additional 33.34% vested on 3/2001 and an additional 33.33% vested on 3/2002.

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.