

AECOM TECHNOLOGY CORP
 Form 4
 December 19, 2011

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)
 12/15/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & 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. 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	12/15/2011		F	D	\$ 15,447 19.2	D	
Common Stock	12/15/2011		M	A	\$ 17,970 19.2	D	
Common Stock	12/15/2011		F	D	\$ 7,877 19.2	D	
Common Stock	12/15/2011		M	A	\$ 9,165 19.2	D	
	12/15/2011		F	D	\$ 8,042 19.2	D	

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Common Stock						\$		
						19.2		
Common Stock	12/15/2011		M	9,357	A	(3)	450,013	D
Common Stock	12/15/2011		A ⁽⁴⁾	59,845	A	(5)	509,858	D

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	(1)	12/15/2011		M		33,417	12/15/2011	(1)	Common Stock 33,417
Common Stock	(2)	12/15/2011		M		17,042	12/15/2011	(2)	Common Stock 17,042
Common Stock	(3)	12/15/2011		M		17,399	12/15/2011	(3)	Common Stock 17,399

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		Chairman & CEO	

Signatures

/s/ Preston Hopson, Attorney-in-Fact for John M.
Dionisio

12/19/2011

__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) Each restricted stock unit represented a contingent right to receive one share of AECOM common stock. On December 15, 2011, 33,417 of the reporting person's restricted stock units vested and were settled for an equal number of shares of AECOM common stock less any applicable tax withholding.
 - (2) Each restricted stock unit represented a contingent right to receive one share of AECOM common stock. On December 15, 2011, 17,042 of the reporting person's restricted stock units vested and were settled for an equal number of shares of AECOM common stock less any applicable tax withholding.
 - (3) Each restricted stock unit represented a contingent right to receive one share of AECOM common stock. On December 15, 2011, 17,399 of the reporting person's restricted stock units vested and were settled for an equal number of shares of AECOM common stock less any applicable tax withholding.
 - (4) Shares acquired pursuant to AECOM's Performance Earnings Program under 2006 Stock Incentive Plan.
 - (5) Pursuant to the terms of AECOM's Performance Earnings Program, the calculation to determine the number of shares awarded under the Program was performed using a per share value equal to the closing price on December 15, 2011.

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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