

AECOM TECHNOLOGY CORP
 Form 4
 December 18, 2012

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 *
 Kadenacy Stephen 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)
 12/15/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CFO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/15/2012		F		3,001	D	\$ 23.82 14,425 D
Common Stock	12/15/2012		M		5,179	A	(1) 19,604 D
Common Stock	12/15/2012		A ⁽²⁾		4,444	A	(3) 24,048 D
Common Stock	12/17/2012		S ⁽⁴⁾		1,000	D	\$ 23.91 23,048 D
	12/18/2012		S ⁽⁴⁾		9,623	D	13,425 D

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Common Stock		\$							
		23.94							
Common Stock				756.5603		I			by Merrill Lynch under AECOM Retirement & Savings Plan (RSP)

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)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Common Stock	(1)	12/15/2012		M	8,180	12/15/2012	(1)	Common Stock	8,180
Employee Stock Option	\$ 23.94					(5)	12/01/2015	Common Stock	7,372
Restricted Stock Units	(6)					(7)	(7)	Common Stock	8,170
Restricted Stock Units	(6)					(8)	(8)	Common Stock	15,572
Restricted Stock Units	(6)					(9)	(9)	Common Stock	23,361

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kadenacy Stephen M C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071			EVP, CFO	

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Stephen M. Kadenacy	12/18/2012
**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, 8,180 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) Shares acquired pursuant to AECOM's Performance Earnings Program under 2006 Stock Incentive Plan.
 - (3) 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 14, 2012.
 - (4) The sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on November 15, 2012.
 - (5) The options vest in three equal annual installments beginning on December 1, 2009.
 - (6) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
 - (7) The restricted stock units vest in December 2013.
 - (8) The restricted stock units vest in December 2014.
 - (9) The restricted stock units vest in December 2015.

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.