

AECOM TECHNOLOGY CORP
 Form 4
 May 20, 2008

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)
 05/16/2008

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		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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	05/16/2008		M		30,000	A	\$ 8.36	431,702	D	
Common Stock	05/16/2008		S ⁽¹⁾		102	D	\$ 30.06	431,600	D	
Common Stock	05/16/2008		S ⁽¹⁾		128	D	\$ 30.05	431,472	D	
Common Stock	05/16/2008		S ⁽¹⁾		306	D	\$ 30.04	431,166	D	
	05/16/2008		S ⁽¹⁾		612	D	\$ 30.03	430,554	D	

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Common Stock								
Common Stock	05/16/2008	S ⁽¹⁾	1,352	D	\$ 30.02	429,202	D	
Common Stock	05/16/2008	S ⁽¹⁾	51	D	\$ 30.015	429,151	D	
Common Stock	05/16/2008	S ⁽¹⁾	863	D	\$ 30.01	428,288	D	
Common Stock	05/16/2008	S ⁽¹⁾	26,586	D	\$ 30	401,702	D	
Common Stock						86,494.68	I	by U.S. Trust 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Common Stock	\$ 8.36	05/16/2008		M	30,000	⁽²⁾ 11/21/2009	Common Stock 30,000
Common Stock Unit	⁽³⁾					⁽³⁾ ⁽³⁾	Common Stock 278,400
Employee Stock Option	\$ 7.84					12/31/2005 11/21/2009	Common Stock 50,000
Employee Stock Option	\$ 9.755					09/30/2006 11/20/2010	Common Stock 100,000

Employee
 Stock \$ 10.39
 Option

09/30/2006 12/02/2011 Common Stock 100,

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

05/20/2008

__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) The sales in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on February 15, 2008.
- (2) One-third of the shares subject to the option vested on the first, second and third anniversaries of the date of grant in November of 2001.
- (3) Each common stock unit is the economic equivalent of one share of AECOM common stock.

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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