

AECOM TECHNOLOGY CORP
 Form 4
 January 19, 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 *
RUTLEDGE WILLIAM P

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)
01/17/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 01/17/2012 | | M | V | 8,000 | A | \$ 11.29 | 9,744 | D | |
| Common Stock | 01/17/2012 | | S ⁽¹⁾ | | 8,000 | D | \$ 21.95 | 1,744 | D | |
| Common Stock | | | | | | | | 19,767 | I | by William P Rutledge TTEE, Gertrude Rutledge TTEE U/A |

DTD
06/10/1995
Rutledge
Living Trust

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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 11.29 | 01/17/2012 | | M | 8,000 | 09/03/2005 | 03/03/2012 | Common Stock | 8,000 |
| Stock Option | \$ 12.535 | | | | | 09/02/2006 | 03/02/2013 | Common Stock | 10,000 |
| Stock Option | \$ 15.405 | | | | | 09/02/2007 | 03/02/2014 | Common Stock | 10,000 |
| Stock Option | \$ 27 | | | | | 08/28/2008 | 02/28/2015 | Common Stock | 10,000 |
| Stock Option | \$ 21.01 | | | | | 03/05/2010 | 03/05/2016 | Common Stock | 10,000 |
| Stock Option | \$ 28.67 | | | | | 03/05/2011 | 03/05/2017 | Common Stock | 4,956 |
| Stock Option | \$ 28.44 | | | | | 03/03/2012 | 03/03/2018 | Common Stock | 5,160 |
| Restricted Stock Unit | (2) | | | | | (3) | (3) | Common Stock | 1,759 |

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners

| Director | 10% Owner | Officer | Other |
|----------|--------------|---------|-------|
|----------|--------------|---------|-------|

RUTLEDGE WILLIAM P
C/O AECOM TECHNOLOGY CORPORATION
555 S. FLOWER STREET, SUITE 3700
LOS ANGELES, CA 90071

X

Signatures

/s/ Preston Hopson, Attorney-in-Fact for William P.
Rutledge

01/19/2012

__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) The sales in this Form 4 were made pursuant to a 10b5-1 trading plan adopted on December 15, 2011.
- (2) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (3) The restricted stock units vest on March 3, 2012.

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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