

AECOM TECHNOLOGY CORP
 Form 4
 December 17, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
GILLIS STEPHEN MALCOLM

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)
 12/15/2010

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 | 12/15/2010 | | A ⁽¹⁾ | 41,209 | A | 41,209 | D | |
| Common Stock | 12/15/2010 | | S ⁽³⁾ | 120 | D | \$ 28.24 | 41,089 | D |
| Common Stock | 12/15/2010 | | S ⁽³⁾ | 238 | D | \$ 28.23 | 40,851 | D |
| Common Stock | 12/15/2010 | | S ⁽³⁾ | 67 | D | \$ 28.22 | 40,784 | D |
| | 12/15/2010 | | S ⁽³⁾ | 358 | D | | 40,426 | D |

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| | | | | | | | |
|--------------|------------|-------------|-----|---|----------|--------|---|
| Common Stock | | | | | \$ 28.21 | | |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 201 | D | \$ 28.19 | 40,225 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 150 | D | \$ 28.18 | 40,075 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 455 | D | \$ 28.17 | 39,620 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 800 | D | \$ 28.16 | 38,820 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 732 | D | \$ 28.15 | 38,088 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 377 | D | \$ 28.14 | 37,711 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 354 | D | \$ 28.13 | 37,357 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 199 | D | \$ 28.12 | 37,158 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 575 | D | \$ 28.11 | 36,583 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 140 | D | \$ 28.1 | 36,443 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 606 | D | \$ 28.09 | 35,837 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 278 | D | \$ 28.08 | 35,559 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 337 | D | \$ 28.07 | 35,222 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 139 | D | \$ 28.06 | 35,083 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 120 | D | \$ 28.05 | 34,963 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 516 | D | \$ 28.04 | 34,447 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 139 | D | \$ 28.03 | 34,308 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 537 | D | \$ 28.02 | 33,771 | D |
| Common Stock | 12/15/2010 | <u>S(3)</u> | 199 | D | \$ 28.01 | 33,572 | D |
| | 12/15/2010 | <u>S(3)</u> | 159 | D | \$ 28 | 33,413 | D |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 12/15/2010 | S ⁽³⁾ | 40 | D | \$ 27.99 | 33,373 | D |
| Common Stock | 12/15/2010 | S ⁽³⁾ | 328 | D | \$ 27.98 | 33,045 | D |
| Common Stock | 12/15/2010 | S ⁽³⁾ | 496 | D | \$ 27.97 | 32,549 | D |
| Common Stock | 12/15/2010 | S ⁽³⁾ | 401 | D | \$ 27.95 | 32,148 | D |
| Common Stock | 12/15/2010 | S ⁽³⁾ | 660 | D | \$ 27.94 | 31,488 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 or Number of Shares |
| Common Stock Unit | (2) | 12/15/2010 | | M | 41,209 | 12/15/2010 | 12/15/2010 | Common Stock | 41,209 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GILLIS STEPHEN MALCOLM C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071 | X | | | |

Signatures

/s/ David Y. Gan, Attorney-in-Fact for Stephen Malcolm
Gillis

12/17/2010

__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) On December 15, 2010, all of the reporting person's common stock units were settled for an equal number of shares of AECOM common stock in connection with the termination of the AECOM Deferred Compensation Plan.
- (2) Each common stock unit was the economic equivalent of one share of AECOM common stock.
- (3) The sales in this Form 4 were made pursuant to an election to sell shares to assist with the tax liability associated with the settlement of the common stock units.

Remarks:

1 of 2

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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