



under  
AECOM  
Retirement  
& Savings  
Plan (RSP)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Unit	<u>(1)</u>	12/15/2016		M		19,165	12/15/2016	<u>(1)</u>	Common Stock	19,165
Restricted Stock Unit	<u>(6)</u>	12/15/2016		A		39,309	<u>(7)</u>	<u>(7)</u>	Common Stock	39,309

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Kadenacy Stephen M  
C/O AECOM  
1999 AVENUE OF THE STARS, SUITE 2600  
LOS ANGELES, CA 90067

President

## Signatures

/s/ Preston Hopson, Attorney-in-Fact for Stephen M. Kadenacy

12/19/2016

\*\*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)

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Each restricted stock unit represented a contingent right to receive one share of AECOM common stock. On December 15, 2016, 19,165 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 15, 2016.
- (4) The sale in this Form 4 was made pursuant to a 10b5-1 trading plan adopted on November 16, 2016.  
This transaction was executed in multiple trades at prices ranging from \$38.05 to \$38.34. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (6) The restricted stock units vest in December 2019.

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.