

AECOM TECHNOLOGY CORP
 Form 4
 December 23, 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 *
 Werner Frederick W

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)
 12/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group 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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 12/19/2008 | | S ⁽¹⁾ | V Amount 6,666 or (D) Price \$ 29.65 | 21,227 | D | |
| Common Stock | | | | | 63,831.131 | I | by Fidelity Management Trust Company 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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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) | | | | | (2) | (2) | Common Stock | 145,075.67 |
| Employee Stock Option | \$ 7.84 | | | | | 12/31/2005 | 11/21/2009 | Common Stock | 25,000 |
| Employee Stock Option | \$ 9.755 | | | | | 09/30/2006 | 11/20/2010 | Common Stock | 30,000 |
| Employee Stock Option | \$ 23.94 | | | | | (3) | 12/01/2015 | Common Stock | 12,286 |
| Restricted Stock Unit | (4) | | | | | (5) | (5) | Common Stock | 4,178 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Werner Frederick W
C/O AECOM TECHNOLOGY CORPORATION
555 S. FLOWER STREET, SUITE 3700
LOS ANGELES, CA 90071

Group CEO

Signatures

/s/ Preston Hopson, Attorney-in-Fact for Frederick W.
Werner

12/23/2008

__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 10b5-1 trading plan adopted on November 19, 2008.
 - (2) Each common stock unit is the economic equivalent of one share of AECOM common stock.
 - (3) The option vests in three equal annual installments beginning on December 1, 2009.
 - (4) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
 - (5) The restricted stock units vest in December 2011.

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.