

AECOM TECHNOLOGY CORP
 Form 4
 January 28, 2011

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 *
 Osborne Ronald E

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)
 01/26/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice President, Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/26/2011 | | M | | 10,000 | A | \$ 10.335 |
| Common Stock | 01/26/2011 | | S ⁽¹⁾ | | 10,000 | D | \$ 29.5 |
| | | | | | 8,216 | 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)

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 10.335 | 01/26/2011 | | M | 10,000 | 09/30/2006 | 03/01/2011 | Common Stock | 10,000 |
| Employee Stock Option | \$ 10.39 | | | | | 09/30/2006 | 12/02/2011 | Common Stock | 8,000 |
| Restricted Stock Unit | (2) | | | | | (3) | (3) | Common Stock | 1,254 |
| Restricted Stock Unit | (2) | | | | | (4) | (4) | Common Stock | 2,557 |
| Restricted Stock Unit | (2) | | | | | (5) | (5) | Common Stock | 2,724 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Osborne Ronald E C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071 | | | Vice President, Controller | |

Signatures

/s/ David Y. Gan, Attorney-in-Fact for Ronald E. Osborne
Date: 01/28/2011

__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 on this Form 4 were made pursuant to a 10b5-1 trading plan adopted on December 16, 2010.
- (2) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.

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- (3) The restricted stock units vest in December 2011.
- (4) The restricted stock units vest in December 2012.
- (5) The restricted stock units vest in December 2013.

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.