

AECOM TECHNOLOGY CORP
 Form 4
 March 19, 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 Royer James R

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)
 02/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Chief Operating Officer

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 | 02/01/2008 | | A ⁽¹⁾ | | 12,312 | A | \$ 25.31 |
| Common Stock | 03/17/2008 | | S ⁽²⁾ | | 7,000 | D | \$ 22.94 |
| Common Stock | 03/17/2008 | | S ⁽²⁾ | | 200 | D | \$ 22.89 |
| Common Stock | 03/17/2008 | | S ⁽²⁾ | | 900 | D | \$ 22.85 |
| | 03/17/2008 | | S ⁽²⁾ | | 200 | D | |
| | | | | | | | 391,537 |

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| | | | | | | | |
|--------------|------------|-------------|--------|---|----------|---------|---|
| Common Stock | | | | | \$ 22.84 | | |
| Common Stock | 03/17/2008 | <u>S(2)</u> | 100 | D | \$ 22.82 | 391,437 | D |
| Common Stock | 03/17/2008 | <u>S(2)</u> | 700 | D | \$ 22.8 | 390,737 | D |
| Common Stock | 03/17/2008 | <u>S(2)</u> | 200 | D | \$ 22.75 | 390,537 | D |
| Common Stock | 03/17/2008 | <u>S(2)</u> | 15,000 | D | \$ 22.73 | 375,537 | D |
| Common Stock | 03/17/2008 | <u>S(2)</u> | 700 | D | \$ 22.61 | 374,837 | D |
| Common Stock | 03/19/2008 | <u>S(2)</u> | 4,500 | D | \$ 25.09 | 370,337 | D |
| Common Stock | 03/19/2008 | <u>S(2)</u> | 4,800 | D | \$ 25.07 | 365,537 | D |
| Common Stock | 03/19/2008 | <u>S(2)</u> | 600 | D | \$ 25.07 | 364,937 | D |
| Common Stock | 03/19/2008 | <u>S(2)</u> | 1,300 | D | \$ 25.06 | 363,637 | D |
| Common Stock | 03/19/2008 | <u>S(2)</u> | 1,500 | D | \$ 25.05 | 362,137 | D |
| Common Stock | 03/19/2018 | <u>S(2)</u> | 100 | D | \$ 25.04 | 362,037 | D |
| Common Stock | 03/19/2008 | <u>S(2)</u> | 900 | D | \$ 25.03 | 361,137 | D |
| Common Stock | 03/19/2008 | <u>S(2)</u> | 500 | D | \$ 25.02 | 360,637 | D |
| Common Stock | 03/19/2008 | <u>S(2)</u> | 1,110 | D | \$ 25.01 | 359,527 | D |
| Common Stock | 03/19/2008 | <u>S(2)</u> | 15,995 | D | \$ 25 | 343,532 | D |

| | | | | | | | |
|--------------|--|--|--|--|--|------------|---|
| Common Stock | | | | | | 23,652.619 | I |
|--------------|--|--|--|--|--|------------|---|

by U.S.
Trust 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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 | (3) | | | | | (3) | (3) | Common Stock | 333,675.616 |
| Stock Option | \$ 4.99 | | | | | 08/20/2003 | 08/20/2008 | Common Stock | 30,000 |
| Stock Option | \$ 5.45 | | | | | 08/19/2004 | 08/19/2009 | Common Stock | 30,000 |
| Stock Option | \$ 8.36 | | | | | 12/31/2005 | 11/15/2008 | Common Stock | 40,000 |
| Stock Option | \$ 7.84 | | | | | 12/31/2005 | 11/21/2009 | Common Stock | 40,000 |
| Stock Option | \$ 9.75 | | | | | 09/30/2006 | 11/20/2010 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Royer James R C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071 | | | EVP, Chief Operating Officer | |

Signatures

/s/ David Y. Gan,
Attorney-in-Fact

03/19/2008

**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) Shares acquired pursuant to AECOM's Performance Earnings Program under 2006 Stock Incentive Plan.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 14, 2008.

(3) Each common stock unit is the economic equivalent of one share of AECOM common stock.

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.