

AECOM TECHNOLOGY CORP
 Form 4
 May 05, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 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)
 05/01/2008

____ 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 | | | | 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 | Price | | | |
| Common Stock | 05/01/2008 | | M | | 30,000 | A \$ 4.99 | 279,837 | D | |
| Common Stock | 05/01/2008 | | M | | 40,000 | A \$ 8.36 | 319,837 | D | |
| Common Stock | 05/01/2008 | | S ⁽¹⁾ | | 500 | D \$ 28.05 | 319,337 | D | |
| Common Stock | 05/01/2008 | | S ⁽¹⁾ | | 100 | D \$ 28.04 | 319,237 | D | |
| | 05/01/2008 | | S ⁽¹⁾ | | 100 | D | 319,137 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|--|----------|------------|---|
| Common Stock | | | | | | \$ 28.03 | | |
| Common Stock | 05/01/2008 | S ⁽¹⁾ | 100 | D | | \$ 28.02 | 319,037 | D |
| Common Stock | 05/01/2008 | S ⁽¹⁾ | 400 | D | | \$ 28.01 | 318,637 | D |
| Common Stock | 05/01/2008 | S ⁽¹⁾ | 68,800 | D | | \$ 28 | 249,837 | D |
| Common Stock | | | | | | | 23,738.877 | 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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option | \$ 4.99 | 05/01/2008 | | M | 30,000 | 08/20/2003 08/20/2008 | Common Stock | 30,000 | |
| Employee Stock Option | \$ 8.36 | 05/01/2008 | | M | 40,000 | 12/31/2005 11/15/2008 | Common Stock | 40,000 | |
| Employee Stock Option | \$ 5.455 | | | | | 08/19/2004 08/19/2009 | Common Stock | 30,000 | |
| Employee Stock Option | \$ 7.84 | | | | | 12/31/2005 11/21/2009 | Common Stock | 40,000 | |

| | | | | | |
|-----------------------------|----------|------------|------------|-----------------|--------|
| Employee Stock Option | \$ 9.755 | 09/30/2006 | 11/20/2010 | Common Stock | 50,0 |
| Common Stock Unit | (2) | (2) | (2) | Common Stock | 333,66 |

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 for James R.
Royer

05/05/2008

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