

WATSON NOEL G
Form 4
August 11, 2009

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 *
WATSON NOEL G

2. Issuer Name and Ticker or Trading Symbol
JACOBS ENGINEERING GROUP
INC /DE/ [JEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1111 S. ARROYO PARKWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

PASADENA, CA 91105

(City) (State) (Zip)

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

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	04/13/2000		G ⁽¹⁾	V	160 ⁽¹⁾	A	\$ 0	160 ⁽⁶⁾	I	Custodian of UGMA accounts for grandchild
Common Stock	04/10/2001		G ⁽²⁾	V	160 ⁽²⁾	A	\$ 0	320 ⁽⁶⁾	I	Custodian of UGMA accounts for grandchild
Common Stock	03/05/2002		G ⁽³⁾	V	360 ⁽³⁾	A	\$ 0	680 ⁽⁶⁾	I	Custodian of UGMA accounts for grandchild

Common Stock	05/13/2003	G ⁽⁴⁾	V	180 ⁽⁴⁾	A	\$ 0	860 ⁽⁶⁾	I	Custodian of UGMA accounts for grandchild
Common Stock	02/11/2008	S		180 ⁽⁵⁾	D	\$ 74.87	680 ⁽⁶⁾	I	Custodian of UGMA accounts for grandchild
Common Stock							1,270,207	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATSON NOEL G 1111 S. ARROYO PARKWAY PASADENA, CA 91105	X		Chairman	

Signatures

/s/ Geoffrey P. Sanders
08/06/2009
Date

__Signature of
Reporting Person

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).

On October 24, 2002, the reporting person filed a Form 5 reporting the gift of these shares as a disposition of beneficial ownership. Because such shares were gifted to Uniform Gift to Minors Act custodial accounts for the benefit of the reporting person's grandchild and

(1) for which the reporting person is the custodian, the reporting person may be deemed to have acquired indirect beneficial ownership of such shares upon gifting them to the custodial account. Because such acquisition of indirect beneficial ownership was not reported at the time the gift was reported, the reporting person is filing this Form 4.

On October 24, 2002, the reporting person filed a Form 5 reporting the gift of these shares as a disposition of beneficial ownership. Because such shares were gifted to Uniform Gift to Minors Act custodial accounts for the benefit of the reporting person's grandchild and

(2) for which the reporting person is the custodian, the reporting person may be deemed to have acquired indirect beneficial ownership of such shares upon gifting them to the custodial account. Because such acquisition of indirect beneficial ownership was not reported at the time the gift was reported, the reporting person is filing this Form 4.

On April 2, 2002, the reporting person filed a Form 4 reporting the gifts of these shares as a disposition of beneficial ownership. Because such shares were gifted to Uniform Gift to Minors Act custodial accounts for the benefit of the reporting person's grandchildren and for

(3) which the reporting person is the custodian, the reporting person may be deemed to have acquired indirect beneficial ownership of such shares upon gifting them to the custodial account. Because such acquisition of indirect beneficial ownership was not reported at the time the gift was reported, the reporting person is filing this Form 4.

On May 13, 2003, the reporting person filed a Form 4 reporting the gifts of these shares as a disposition of beneficial ownership. Because such shares were gifted to Uniform Gift to Minors Act custodial accounts for the benefit of the reporting person's grandchildren and for

(4) which the reporting person is the custodian, the reporting person may be deemed to have acquired indirect beneficial ownership of such shares upon gifting them to the custodial account. Because such acquisition of indirect beneficial ownership was not reported at the time the gift was reported, the reporting person is filing this Form 4.

(5) These shares were gifted to Uniform Gift of Minors Act custodial accounts for the benefit of the reporting person's grandchild.

(6) The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of these shares for purposes of Section 16 or for any other purposes.

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.