

MCLACHLAN JOHN
Form 4
August 28, 2009

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 *
MCLACHLAN JOHN

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)
08/28/2009

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/28/2009		M		24,000 A \$ 16.44	211,860	D
Common Stock	08/28/2009		M		20,000 A \$ 19.595	231,860	D
Common Stock	08/28/2009		M		20,000 A \$ 19.96	251,860	D
Common Stock	08/28/2009		M		20,000 A \$ 23.345	271,860	D
Common Stock	08/28/2009		M		18,000 A \$ 26.95	289,860	D

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Common Stock 08/28/2009 F 70,397 D \$ 44.65 219,463 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
Stock Option	\$ 16.44	08/28/2009		M	24,000	06/07/2002 06/07/2011	Common Stock 24,000
Stock Option	\$ 19.595	08/28/2009		M	20,000	05/24/2003 05/24/2012	Common Stock 20,000
Stock Option	\$ 19.96	08/28/2009		M	20,000	05/22/2004 05/22/2013	Common Stock 20,000
Stock Option	\$ 23.345	08/28/2009		M	20,000	06/24/2005 06/24/2011	Common Stock 20,000
Stock Option	\$ 26.95	08/28/2009		M	18,000	06/23/2006 06/23/2012	Common Stock 18,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCLACHLAN JOHN
1111 S. ARROYO PARKWAY
PASADENA, CA 91105

Group Vice President

Signatures

/s/ Geoffrey P. Sanders

08/28/2009

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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