

JACOBS ENGINEERING GROUP INC /DE/  
Form 8-K  
March 16, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington DC 20549

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**Form 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): March 14, 2007**

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**Jacobs Engineering Group Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**1-7463**  
(SEC File No.)

**95-4081636**  
(IRS Employer identification number)

**1111 S. Arroyo Parkway, Pasadena, California**  
(Address of principal executive offices)

**91105**  
(Zip code)

**Registrant's telephone number (including area code): (626) 578-3500**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-12(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective March 14, 2007, Jacobs Engineering Group Inc. (the Company ) amended and restated its bylaws to provide for the issuance of uncertificated shares of the Company's stock. The foregoing summary is qualified in its entirety by reference to the complete text of the Amended and Restated Bylaws, a copy of which is attached hereto as Exhibit 3.1, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1 Amended and Restated Bylaws

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JACOBS ENGINEERING GROUP INC.

By: /s/ John W. Prosser, Jr.  
Name: John W. Prosser, Jr.  
Title: Executive Vice President Finance and  
Administration

Date: March 16, 2007

**Exhibit Index**

**3.1 Amended and Restated Bylaws**

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