#### Edgar Filing: JACOBS ENGINEERING GROUP INC /DE/ - Form 4

#### JACOBS ENGINEERING GROUP INC /DE/

Form 4 June 02, 2014

## FORM 4

### **OMB APPROVAL**

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

OMB Number:

3235-0287 January 31, 2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Expires:

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARTIN CRAIG L			2. Issuer Name <b>and</b> Ticker or Trading Symbol JACOBS ENGINEERING GROUP INC /DE/ [JEC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 155 NORTH	(Last) (First) (Middle) 5 NORTH LAKE AVE		3. Date of Earliest Transaction (Month/Day/Year) 05/29/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO		
PASADENA	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zin)				

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Ownership Indirect Beneficially Form: Direct Benefici Owned (D) or Ownersh	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(msu. 1)	
Common Stock	05/29/2014		M(1)	67,397 (2)	A	<u>(1)</u>	578,349	D	
Common Stock	05/29/2014		F(3)	33,591	D	\$ 54.75	544,758	D	

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

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# 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)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day	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	
Market Stock Unit	<u>(4)</u>	05/29/2014	M(1)	67,397 (2)	(5)	(5)	Common Stock	67,397 (2)	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
.r. g	Director	10% Owner	Officer	Other				
MARTIN CRAIG L 155 NORTH LAKE AVE PASADENA, CA 91101	X		President & CEO					

## **Signatures**

/s/ Geoffrey P.
Sanders

\*\*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) Represents distribution of JEC common stock upon vesting of market stock units acquired on May 26, 2011 pursuant to the 1999 Stock Incentive Plan.
- The number of market stock units that vested, and therefore the number of shares of JEC common stock issued upon vesting, represents (2) 122.54% of the number of market stock units initially awarded, with such percentage based on the stock price performance of JEC common stock at the end of the three years vesting period relative to the stock price at the beginning of the vesting period.
- (3) Represents number of shares of JEC common stock tendered for tax withholding on distribution of JEC common stock upon vesting of market stock units.
- (4) Each market stock unit award represents a contingent right to receive one share of JEC common stock.
- (5) The market stock units award vested on May 26, 2014.

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.

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