

JACOBS ENGINEERING GROUP INC /DE/
 Form 4/A
 September 25, 2014

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 *
KREMER ANDREW F

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)
155 NORTH LAKE AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2014

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

PASADENA, CA 91101
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
06/02/2014

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 (A) or (D) Price			
Common Stock	05/29/2014 ⁽¹⁾		M ⁽²⁾	5,586 ⁽³⁾ A	30,681 ⁽³⁾	D	
Common Stock	05/29/2014 ⁽¹⁾		F ⁽⁴⁾	3,206 D \$ 54.75	27,475	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)	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 or Derivative Security (Instr. 3)
Market Stock Unit	(5)	05/29/2014(1)		M(2)	5,586(3)	(6) (6)	Common Stock	5,586(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KREMER ANDREW F 155 NORTH LAKE AVE PASADENA, CA 91101			Executive Vice President	

Signatures

/s/ Geoffrey P. Sanders 09/25/2014

**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).

- This amendment is being filed to report the effects of a domestic relations order entered into on March 10, 2014 (the "DRO") pursuant to which the reporting person transferred the following to his ex-spouse: (i) 30,848 shares of JEC common stock (including the 1,766 shares discussed in footnote 3 below), (ii) stock options to purchase an aggregate of 26,275 shares of JEC common stock (5,000 granted on 12/6/2007, 6,000 granted on 5/22/2008, 5,889 granted on 5/28/2009, 5,369 granted on 5/27/2010, 1,783 granted on 5/26/2011 and 2,234 granted on 5/24/2012), and (iii) contingent rights to receive up to 3,076 shares of JEC common stock pursuant to performance stock units granted on 5/24/2012. The reporting person no longer reports as beneficially owned any securities owned by or the economic benefit of which has been transferred to his ex-spouse. The impact of the DRO was not reflected in the original Form 4 filing.
- 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 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. The number of market stock units that vested and therefore, the number of shares of JEC common stock issued to the reporting person upon vesting, excludes 1,766 market stock units and shares of JEC common stock the economic benefit of which were transferred to the reporting

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person's ex-spouse pursuant to the DRO.

- (4) Represents number of shares of JEC common stock tendered for tax withholding on distribution of JEC common stock upon vesting of market stock units.
- (5) Each market stock unit award represents a contingent right to receive one share of JEC common stock.
- (6) 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.

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