

AECOM TECHNOLOGY CORP

Form 4/A

December 20, 2010

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 *
RUTLEDGE WILLIAM P

2. Issuer Name and Ticker or Trading Symbol
AECOM TECHNOLOGY CORP
[ACM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2010

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

C/O AECOM TECHNOLOGY CORPORATION, 555 S. FLOWER STREET, SUITE 3700

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/17/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90071

(City) (State) (Zip)

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 | 12/15/2010 | | S ⁽¹⁾ | | 204 | D | \$ 27.93 | 71,437 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | | S ⁽¹⁾ | | 435 | D | \$ 27.92 | 71,002 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | | S ⁽¹⁾ | | 268 | D | \$ 27.91 | 70,734 | I | by William |

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| | | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|--------|---|---|
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 987 | D | \$ 27.9 | 69,747 | I | Rutledge Trust by William Rutledge Trust |
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 331 | D | \$ 27.89 | 69,416 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 895 | D | \$ 27.88 | 68,521 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 3,871 | D | \$ 27.87 | 64,650 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 281 | D | \$ 27.86 | 64,369 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 230 | D | \$ 27.85 | 64,139 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 587 | D | \$ 27.84 | 63,552 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 178 | D | \$ 27.83 | 63,374 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 230 | D | \$ 27.82 | 63,144 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 510 | D | \$ 27.81 | 62,634 | I | by William Rutledge Trust |
| Common Stock | 12/15/2010 | <u>S⁽¹⁾</u> | 358 | D | \$ 27.8 | 62,276 | I | by William Rutledge |

| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|----------|--------|---|---|
| Common Stock | 12/15/2010 | | S ⁽¹⁾ | 284 | D | \$ 27.79 | 61,992 | I | Trust by William Rutledge Trust |
| Common Stock | 12/15/2010 | | S ⁽¹⁾ | 1,245 | D | \$ 27.78 | 60,747 | I | Trust by William Rutledge Trust |
| Common Stock | 12/15/2010 | | S ⁽¹⁾ | 178 | D | \$ 27.77 | 60,569 | I | Trust by William Rutledge Trust |
| Common Stock | 12/15/2010 | | S ⁽¹⁾ | 330 | D | \$ 27.76 | 60,239 | I | Trust by William Rutledge Trust |
| Common Stock | 12/15/2010 | | S ⁽¹⁾ | 625 | D | \$ 27.75 | 59,614 | I | Trust by William Rutledge Trust |
| Common Stock | 12/15/2010 | | S ⁽¹⁾ | 560 | D | \$ 27.74 | 59,054 | I | Trust by William Rutledge Trust |
| Common Stock | 12/15/2010 | | S ⁽¹⁾ | 1,050 | D | \$ 27.73 | 58,004 | I | Trust by William Rutledge Trust |
| Common Stock | 12/15/2010 | | S ⁽¹⁾ | 1,557 | D | \$ 27.71 | 56,447 | I | Trust by William Rutledge Trust |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. F. Der Sec (Ins |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|--------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|--------------------|

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| Derivative Security | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------|-----------|---|---|------------------|-----------------|--------------|----------------------------|
| | | Code | V | | | | |
| Restricted Stock Unit | (2) | | | (3) | (3) | Common Stock | 1,744 |
| Stock Option | \$ 10.335 | | | 08/26/2004 | 02/26/2011 | Common Stock | 8,000 |
| Stock Option | \$ 11.29 | | | 09/03/2005 | 03/03/2012 | Common Stock | 8,000 |
| Stock Option | \$ 12.535 | | | 09/02/2006 | 03/02/2013 | Common Stock | 10,000 |
| Stock Option | \$ 15.405 | | | 09/02/2007 | 03/02/2014 | Common Stock | 10,000 |
| Stock Option | \$ 27 | | | 08/28/2008 | 02/28/2015 | Common Stock | 10,000 |
| Stock Option | \$ 21.01 | | | 03/05/2010 | 03/05/2016 | Common Stock | 10,000 |
| Stock Option | \$ 28.67 | | | 03/05/2011 | 03/05/2017 | Common Stock | 4,956 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RUTLEDGE WILLIAM P C/O AECOM TECHNOLOGY CORPORATION 555 S. FLOWER STREET, SUITE 3700 LOS ANGELES, CA 90071 | X | | | |

Signatures

/s/ David Y. Gan, Attorney-in-Fact for William P. Rutledge

12/20/2010

**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) The sales in this Form 4 were made pursuant to an election to sell shares to assist with the tax liability associated with the settlement of the common stock units. These sales were omitted from the reporting person's original Form 4.
- (2) Each restricted stock unit represents a contingent right to receive one share of AECOM common stock.
- (3) The restricted stock units vest on March 5, 2011.
- (4) These holdings were omitted from the reporting person's original Form 4.

Remarks:

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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.