

JACOBS ENGINEERING GROUP INC /DE/

Form 4

May 27, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAGEN TERENCE D

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)

PASADENA, CA 91101

(City)

(State)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

05/25/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

____ Director

☒ Officer (give title below)

____ 10% Owner

____ Other (specify below)

PRESIDENT, A&T

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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	05/25/2016		M ⁽¹⁾	V Amount (2) 2,088	(A) or (D) A 11	22,594	D
COMMON STOCK	05/25/2016		F	572 ⁽³⁾	D \$ 50.02	22,022	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(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 Security (Instr. 3 and 4)
PERFORMANCE STOCK UNIT	\$ 0 ⁽⁴⁾	05/25/2016		M ⁽¹⁾	2,088 ⁽²⁾	⁽⁵⁾ ⁽⁵⁾	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEN TERENCE D 155 NORTH LAKE AVE PASADENA, CA 91101			PRESIDENT, A&T	

Signatures

/s/ PERRY D.
MANGERS

05/27/2016

__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 performance stock units awarded on May 23, 2013 pursuant to the 1999 Stock Incentive Plan.

The number of performance stock units that vested, and therefore, the number of shares of JEC common stock issued upon vesting,

(2) represents 52.2% of the number of performance stock units initially awarded, with such percentage based on the stock price performance of JEC common stock relative to the stock price performance of a defined group of industry peers.

(3) Represents number of shares of JEC common stock tendered for tax withholding on distribution of JEC common stock upon vesting of performance stock units.

(4) Each performance stock unit award represented a contingent right to receive one share of JEC common stock.

(5) The performance stock units award vested on May 23, 2016.

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.