

AECOM TECHNOLOGY CORP

Form 4

May 16, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FORDYCE JAMES H

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)
130 MAIN STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2007

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

NEW CANAAN, CT 06840

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

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

(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)
Common Stock	05/15/2007		C	7,977,663 A	\$ 11 7,977,663	I	See Footnote 3. (3)
Common Stock	05/15/2007		S	7,339,450 D	\$ 18.77 638,213	I	See Footnote 3. (3)
Common Stock	05/16/2007		J(4)	638,213 D	\$ 0 0	I	See Footnote 3. (3)
Common Stock					101,467	I	See Footnote

5. (5)

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

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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 Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class G Preferred Stock	(1)	05/15/2007		C		40,000		(1)	(1)	Common	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORDYCE JAMES H 130 MAIN STREET NEW CANAAN, CT 06840		X		

Signatures

James H. Fordyce, By: Michael C. Salvator,
Attorney-in-Fact 05/16/2007

__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) Upon closing of the issuer's initial public offering, the Class G Preferred Stock automatically converted into 7,977,663 shares of Common Stock.
- (2) Shares sold in the issuer's initial public offering.
- (3) Shares were owned by J. H. Whitney VI, L.P. ("Whitney VI"). The undersigned is a managing member of J. H. Whitney Equity Partners VI, LLC, the general partner of Whitney VI, and has an interest in a limited partner of Whitney VI. The undersigned may be deemed to

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share voting and dispositive power with respect to securities owned by Whitney VI. The undersigned disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (4) Shares distributed to partners of Whitney VI as part of a pro rata distribution pursuant to the Whitney VI Partnership Agreement.

Shares owned by Secotan, LLC. The undersigned is manager of Secotan, LLC and may be deemed to share voting and dispositive power

- (5) with respect to such shares. The undersigned disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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