SHAW CRAIG W Form 4 November 21, 2008

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

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

See Instruction 1(b).

(Last)

(City)

(Instr. 3)

obligations

may continue.

Form 5

(Print or Type Responses)

73 MT WAYTE AVE

1. Name and Address of Reporting Person * SHAW CRAIG W

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

PERINI CORP [PCR]

3. Date of Earliest Transaction

(Month/Day/Year)

11/19/2008

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

below) Chairman, Perini Building Co.

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FRAMINGHAM, MA 01701

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

Code (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Owned

5. Amount of Beneficially Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

(A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	(1)	11/19/2008		A	50,000		11/19/2013(2)	(2)	Common Stock	50,0
Employee Stock Option (right to buy)	\$ 12.54	11/19/2008		A	50,000		11/19/2013	11/19/2018	Common Stock	50,0

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
SHAW CRAIG W			Chairman,					
73 MT WAYTE AVE			Perini Building					
FRAMINGHAM, MA 01701			Co.					

Signatures

/s/Susan C. Mellace, Attorney in fact 11/21/2008

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 restricted stock units convert into common stock of Perini Corporation (the "Company") on a 1 for 1 basis upon vesting.

Date

(2) The restricted stock units vest on November 19, 2013, subject to the Company's compensation committee's determination that certain performance criteria for fiscal year 2008, 2009, 2010, 2011 and 2012 have been met.

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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