

PERINI CORP  
Form 4  
January 04, 2008

**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 \*  
**SHAW CRAIG W**

(Last) (First) (Middle)  
  
73 MT WAYTE AVE  
  
(Street)

FRAMINGHAM, MA 01701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PERINI CORP [PCR]**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/02/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO, Perini Bldg Co

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 01/02/2008                           |  | M                              |   | 50,000  | A  | Ⓛ   |
| Common Stock                    | 01/02/2008                           |  | S(2)                           |   | 300   | D  | \$ 40.32  |
| Common Stock                    | 01/02/2008                           |  | S(2)                           |   | 1,100   | D  | \$ 40.33  |
| Common Stock                    | 01/02/2008                           |  | S(2)                           |   | 300   | D  | \$ 40.46  |
| Common Stock                    | 01/02/2008                           |  | S(2)                           |   | 100   | D  | \$ 40.47  |

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|              |            |             |       |   |          |        |   |
|--------------|------------|-------------|-------|---|----------|--------|---|
| Common Stock | 01/02/2008 | <u>S(2)</u> | 300   | D | \$ 40.48 | 47,900 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 1,900 | D | \$ 40.55 | 46,000 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 100   | D | \$ 40.57 | 45,900 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 500   | D | \$ 40.59 | 45,400 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 700   | D | \$ 40.6  | 44,700 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 1,100 | D | \$ 40.61 | 43,600 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 200   | D | \$ 40.62 | 43,400 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 600   | D | \$ 40.63 | 42,800 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 1,620 | D | \$ 40.65 | 41,180 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 200   | D | \$ 40.66 | 40,980 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 700   | D | \$ 40.68 | 40,280 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 100   | D | \$ 40.69 | 40,180 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 1,000 | D | \$ 40.7  | 39,180 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 700   | D | \$ 40.72 | 38,480 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 300   | D | \$ 40.73 | 38,180 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 2,000 | D | \$ 41.01 | 36,180 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 280   | D | \$ 41.75 | 35,900 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 1,700 | D | \$ 40.9  | 34,200 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 100   | D | \$ 40.91 | 34,100 | D |
| Common Stock | 01/02/2008 | <u>S(2)</u> | 100   | D | \$ 40.92 | 34,000 | D |
|              | 01/02/2008 | <u>S(2)</u> | 100   | D |          | 33,900 | D |

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|              |            |                  |       |   |    |        |  |       |
|--------------|------------|------------------|-------|---|----|--------|--|-------|
| Common Stock |            |                  |       |   | \$ |        |  | 40.97 |
| Common Stock | 01/02/2008 | S <sup>(2)</sup> | 1,900 | D | \$ | 32,000 |  | 41.01 |
| Common Stock | 01/02/2008 | S <sup>(2)</sup> | 2,000 | D | \$ | 30,000 |  | 41.75 |

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 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Restricted Stock Unit                      | (1)  | 01/02/2008                           |  | M                              | 50,000<br>(3)   | 01/02/2008(4)  | (4)   | Common Stock | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| SHAW CRAIG W<br>73 MT WAYTE AVE<br>FRAMINGHAM, MA 01701 |               |           | Chairman & CEO, Perini Bldg Co |       |

## Signatures

/s/Susan C. Mellace, Attorney  
in fact

01/04/2008

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)

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The restricted stock units convert into common stock of Perini Corporation (the "Company") on a 1 for 1 basis subject to the Company achieving certain performance criteria for fiscal year 2006.

- (2) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2007.
- (3) The restricted stock units were granted on April 5, 2006.
- (4) The restricted stock units vested on January 2, 2008 based on the Company achieving certain performance criteria for fiscal year 2006.

The reporting person continues to hold 100,000 restricted stock units granted on April 5, 2006 which vest in equal installments on

- (5) January 1, 2009 and January 1, 2010, subject to the Company's compensation committee's determination that certain performance criteria for fiscal years 2007 and 2008, respectively, 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.

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