

AECOM TECHNOLOGY CORP

Form 3

March 30, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â WILLIAMS ROBERT M JR

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/30/2007

3. Issuer Name and Ticker or Trading Symbol

AECOM TECHNOLOGY CORP [ACM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

130 MAIN STREET

(Street)

NEW CANAAN,Â CTÂ 06840

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)
(Instr. 5)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class G Convertible Preferred	Â (2)	Â (2)	Common	40,000	\$ (2)	I	See Footnote 1 (1)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS ROBERT M JR 130 MAIN STREET NEW CANAAN, CT 06840	Â	Â X	Â	Â

Signatures

Robert M. Williams, Jr., By: Michael C. Salvator,
Attorney-in-Fact

03/30/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Securities owned by J. H. Whitney VI, L.P. ("JHW VI"). The undersigned is a managing member of J. H. Whitney Equity Partners VI, LLC, the general partner of JHW VI, and has an interest in a limited partner of JHW VI. The undersigned may be deemed to share voting and dispositive power with respect to such securities. The undersigned disclaims beneficial ownership of such securities except to the extent of his proportionate interest.
- (2) The shares of Class G Convertible Preferred Stock are convertible into 3,988,831 shares of Common Stock. Such conversion will occur automatically upon closing of a "Qualified Public Offering" (as defined in the issuer's Certificate of Incorporation).

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.