

JACOBS ENGINEERING GROUP INC /DE/
 Form 4
 August 03, 2005

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 *
HIGGINS MICHAEL J

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)
1111 S. ARROYO PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group Vice President

PASADENA, CA 91105
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/02/2005		M		1,000	A	\$ 10.26
Common Stock	08/02/2005		M		8,000	A	\$ 12.09
Common Stock	08/02/2005		M		7,200	A	\$ 15.97
Common Stock	08/02/2005		M		12,800	A	\$ 18.19
Common Stock	08/02/2005		M		20,000	A	\$ 16.72

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Common Stock	08/02/2005	M	16,000	A	\$ 32.88	89,400	D
Common Stock	08/02/2005	F	42,459	D	\$ 59.5	46,941	D

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 10.26	08/02/2005		M	1,000	03/27/1998	03/27/2007	Common Stock	1,000
Stock Option	\$ 12.09	08/02/2005		M	8,000	07/28/1998	07/28/2007	Common Stock	8,000
Stock Option	\$ 15.97	08/02/2005		M	7,200	03/26/1999	03/26/2008	Common Stock	7,200
Stock Option	\$ 16.72	08/02/2005		M	20,000	05/25/2001	05/25/2010	Common Stock	20,000
Stock Option	\$ 18.19	08/02/2005		M	12,800	05/27/2000	05/27/2009	Common Stock	12,800
Stock Option	\$ 32.88	08/02/2005		M	16,000	06/07/2002	06/07/2011	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGGINS MICHAEL J 1111 S. ARROYO PARKWAY PASADENA, CA 91105			Group Vice President	

Signatures

Geoffrey P. Sanders, by Power of
Attorney

08/02/2005

__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) The price of the stock option is zero.

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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