

JACOBS ENGINEERING GROUP INC /DE/
Form 4
June 07, 2007

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 *
THIESING JAMES W

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 SOUTH ARROYO PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2007

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

PASADENA, CA 91105-

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	06/06/2007		M			5,000	A	\$ 19.595	26,706	D	
Common Stock	06/06/2007		M			10,000	A	\$ 19.96	36,706	D	
Common Stock	06/06/2007		M			6,665	A	\$ 23.345	43,371	D	
Common Stock	06/06/2007		M			4,500	A	\$ 26.95	47,871	D	
Common Stock	06/06/2007		F			14,986	D	\$ 57.98	32,885	D	

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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
Stock Option	\$ 19.595	06/06/2007		X	5,000	05/24/2003 05/24/2012	Common Stock 5,000
Stock Option	\$ 19.96	06/06/2007		X	10,000	05/22/2004 05/22/2013	Common Stock 10,000
Stock Option	\$ 23.345	06/06/2007		X	6,665	06/24/2005 06/24/2011	Common Stock 6,665
Stock Option	\$ 26.95	06/06/2007		X	4,500	06/23/2006 06/23/2012	Common Stock 4,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THIESING JAMES W
1111 SOUTH ARROYO PARKWAY
PASADENA, CA 91105-

Group Vice President

Signatures

Geoffrey P.
Sanders

06/07/2007

**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) The price of the stock option is zero.

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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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