

TUTOR PERINI Corp
Form 4
March 17, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Frost James A

(Last) (First) (Middle)

C/O TUTOR PERINI
CORPORATION, 15901 OLDEN
STREET

(Street)

SYLMAR, CA 91342

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TUTOR PERINI Corp [TPC]

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

03/15/2017

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) below)

President & COO

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	03/15/2017		M		94,935	A	<u>11</u>	534,661	D
Common Stock	03/15/2017		F		39,667	D	\$ 31.5	494,994	D
Common Stock	03/15/2017		M		93,197	A	<u>11</u>	588,191	D
Common Stock	03/15/2017		F		38,939	D	\$ 31.5	549,252	D
Common Stock	03/17/2017		S		110,000	D	\$ 30.27	439,252	D

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(5)

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

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SEC 1474
(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 Units	(1)	03/15/2017		M	94,935	(2)	(2)	Common Stock	94,935
Restricted Stock Units	(1)	03/15/2017		D	5,065	(2)	(2)	Common Stock	5,065
Employee Stock Option (Right to Buy)	\$ 28.17	03/15/2017		D	5,065	(2)	(2)	Common Stock	5,065
Restricted Stock Units	(1)	03/15/2017		M	93,197	(3)	(3)	Common Stock	93,197
Restricted Stock Units	(1)	03/15/2017		D	6,803	(3)	(3)	Common Stock	6,803
Employee Stock Option (Right to Buy)	\$ 23.56	03/15/2017		D	6,803	(3)	(3)	Common Stock	6,803
Restricted Stock Units	(1)	03/15/2016		D	100,000	(4)	(4)	Common Stock	100,000
Employee	\$ 23.35	03/15/2016		D	100,000	(4)	(4)	Common	100,000

Stock
Option
(Right to
Buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frost James A C/O TUTOR PERINI CORPORATION 15901 OLDEN STREET SYLMAR, CA 91342	X		President & COO	

Signatures

/s/John D. Barrett,
attorney-in-fact

03/17/2017

__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 restricted stock units (RSUs) convert into common stock of Tutor Perini Corporation on a 1-for-1 basis upon vesting.

On March 30, 2014, the reporting person was granted 100,000 RSUs and 100,000 stock options (SOs) vesting on March 15, 2017, based on the achievement of a performance target for the three-year period ending December 31, 2016; approximately 95% of the award was earned. The RSUs and SOs were previously voluntarily reported on Form 4.

(3) On March 28, 2016, the reporting person was granted 100,000 RSUs and 100,000 SOs vesting on March 15, 2017, based on the achievement of a performance target for the year ending December 31, 2016; approximately 93% of the award was earned. The RSUs and SOs were previously voluntarily reported on Form 4.

(4) On March 31, 2015, the reporting person was granted 100,000 RSUs and 100,000 SOs vesting on March 15, 2016, based on the achievement of a performance target for the year ending December 31, 2015; no portion of these awards was earned. The RSUs and SOs were previously voluntarily reported on Form 4.

(5) The price reported on Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.90 to \$30.68, inclusive. The reporting person undertakes to provide to Tutor Perini Corporation, any security holder of Tutor Perini Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

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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