

SMALLEY GARY G.
Form 4
March 19, 2019

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMALLEY GARY G.

(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)
03/15/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Executive VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
Common Stock	03/15/2019		A	13,096	A <u>11</u> 29,444	D	
Common Stock	03/15/2019		F	6,885	D \$ 18.51 22,559	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 17.06	03/15/2019		A	13,096	03/15/2019 ⁽²⁾ 09/01/2025	Common Stock 13,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMALLEY GARY G.
C/O TUTOR PERINI CORPORATION
15901 OLDEN STREET
SYLMAR, CA 91342

Executive VP and CFO

Signatures

/s/John D. Barrett,
Attorney-in-Fact

03/19/2019

__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) On March 13, 2018, the reporting person was granted 15,000 restricted stock units (RSUs) (target amount) that vested on March 15, 2019 upon the achievement of performance criteria for the year ended December 31, 2018; approximately 87% of RSUs at target were earned. The RSUs convert into common stock of TPC on a 1-for-1 basis.
- (2) On March 13, 2018 the reporting person was granted 15,000 stock options (SOs) that vested on March 15, 2019 upon the achievement of performance criteria for the year ended December 31, 2018; approximately 87% of SOs at target were earned.
- (3) Includes 15,000 stock options that vested on March 15, 2017 and 15,000 stock options that vested on March 15, 2018, based upon the achievement of performance criteria for the years ended December 31, 2016 and 2017, respectively, (as reported on Form 4s on March 17, 2017 and March 19, 2018, respectively)

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.