

TUTOR PERINI Corp
 Form 4/A
 January 06, 2015

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 *
TUTOR RONALD N

(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)
11/12/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
11/14/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Units	(1)	12/22/2014(3)	A		120,097 (2) (3)		12/31/2017(2)(3)	(2)	Common Stock	120 (2)
Restricted Stock Units	(1)	12/22/2014(8)	A		150,000 (4) (8)		03/31/2018(4)(8)	(4)	Common Stock	150 (4)
Restricted Stock Units	(1)	12/22/2014(8)	A		150,000 (5) (8)		03/31/2019(5)(8)	(5)	Common Stock	150 (5)
Employee Stock Option	\$ 24.05 (8)	12/22/2014(8)	A		150,000 (6) (8)		03/31/2018(6)(8)	(6)	Common Stock	150 (6)
Employee Stock Option	\$ 24.05 (8)	12/22/2014(8)	A		150,000 (7) (8)		03/31/2019(7)(8)	(7)	Common Stock	150 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUTOR RONALD N C/O TUTOR PERINI CORPORATION 15901 OLDEN STREET SYLMAR, CA 91342	X	X	Chairman & CEO	

Signatures

/s/ Michael J. Kershaw, attorney
in fact

01/06/2015

**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 convert into common stock of Tutor Perini Corporation (the "Company") on a 1 for 1 basis.
 - (2) The restricted stock units vest on November 12, 2017, subject to the achievement of certain performance criteria.
 - (3) Amended to modify grant price and revise grant date to align with extended employment agreement.
 - (4) The restricted stock units vest on March 31, 2018, subject to the achievement of certain performance criteria for fiscal year 2017.

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- (5) The restricted stock units vest on March 31, 2019, subject to the achievement of certain performance criteria for fiscal year 2018.
- (6) The stock options become exercisable on March 31, 2018, subject to the achievement of certain performance criteria for fiscal year 2017.
- (7) The stock options become exercisable on March 31, 2019, subject to the achievement of certain performance criteria for fiscal year 2018.
- (8) Amended for additional grants to align with extended employment agreement.

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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