

PERINI CORP
Form 4
December 16, 2004

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 *
SHAW CRAIG W

(Last) (First) (Middle)
73 MT WAYTE AVE
(Street)

FRAMINGHAM, MA 01701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PERINI CORP [PCR]

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2004

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)
President, Perini Building Co

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 or Price		
Common Stock	12/14/2004		M		25,000 A \$ 8.6625	25,000	D
Common Stock	12/14/2004		S		700 D \$ 16.77	24,300	D
Common Stock	12/14/2004		S		2,600 D \$ 16.78	21,700	D
Common Stock	12/14/2004		S		16,300 D \$ 16.8	5,400	D
Common Stock	12/14/2004		S		5,000 D \$ 16.83	400	D

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Common Stock	12/14/2004	S	400	D	\$ 16.84	0	D
Common Stock	12/15/2004	M	25,000	A	\$ 8.6625	25,000	D
Common Stock	12/15/2004	S	16,800	D	\$ 16.7	8,200	D
Common Stock	12/15/2004	S	200	D	\$ 16.75	8,000	D
Common Stock	12/15/2004	S	300	D	\$ 16.76	7,700	D
Common Stock	12/15/2004	S	600	D	\$ 16.77	7,100	D
Common Stock	12/15/2004	S	1,500	D	\$ 16.78	5,600	D
Common Stock	12/15/2004	S	100	D	\$ 16.8	5,500	D
Common Stock	12/15/2004	S	1,100	D	\$ 16.81	4,400	D
Common Stock	12/15/2004	S	2,600	D	\$ 16.82	1,800	D
Common Stock	12/15/2004	S	300	D	\$ 16.83	1,500	D
Common Stock	12/15/2004	S	100	D	\$ 16.84	1,400	D
Common Stock	12/15/2004	S	1,400	D	\$ 16.85	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)
				Code V	(A) (D)		Title

					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.6625	12/14/2004	M	25,000	01/19/2000	01/18/2006	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 8.6625	12/15/2004	M	25,000	01/19/2000	01/18/2006	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAW CRAIG W 73 MT WAYTE AVE FRAMINGHAM, MA 01701			President, Perini Building Co	

Signatures

/s/Michael E. Ciskey,
Attorney-in-fact

12/16/2004

__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) Granted an option to purchase 50,000 shares of Common Stock at an exercise price of \$8.6625 per share. 50% of such shares vested on 1/2000; an additional 50% vested on 1/2001.

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.