PERINI CORP Form 4 January 05, 2009

FORM 4

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

OMB APPROVAL

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0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

Common

Stock

01/01/2009

(Print or Type Responses)

1. Name and A	Address of Reporting P BERT	Symbol	2. Issuer Name and Ticker or Trading Symbol PERINI CORP [PCR]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle) 3. Date of	Earliest Tra	ansaction	(Check all applicable)				
(====)	()	(Month/D		unsuction	_X_ Director		Owner		
C/O PERIN WAYTE A	NI CORP, 73 MT. VE.	01/01/20	01/01/2009			_X_ Officer (give title Other (specify below) President & COO			
	(Street)	4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
FRAMING	HAM, MA 01701	Filed(Mon	th/Day/Year))	Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Pe More than One Re			
(City)	(State)	Zip) Table	e I - Non-D	erivative Securities Acq	quired, Disposed o	of, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		
					Following	(Instr. 4)	(Instr. 4)		

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

M

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SEC 1474

(9-02)

D

Reported

57,545

Transaction(s) (Instr. 3 and 4)

(A)

(D)

Α

Price

<u>(1)</u>

Amount

33,333

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and :	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	01/01/2009		M		33,333 (2)	01/01/2009(3)	(3)	Common Stock	33,333

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BAND ROBERT							
C/O PERINI CORP	X		President & COO				
73 MT. WAYTE AVE.	Λ		riesiueiii & COO				
FRAMINGHAM, MA 01701							

Signatures

/s/Susan C. Mellace, Attorney
in fact

**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 Perini Corporation (the "Company") on a 1 for 1 basis subject to the Company having achieved certain performance criteria for fiscal year 2007.
- (2) The restricted stock units were granted on April 5, 2006.
- (3) The restricted stock units vested on January 1, 2009 based on the Company having achieved certain performance criteria for fiscal year 2007.
- (4) The reporting person continues to hold 33,334 restricted stock units granted on April 5, 2006 which vest on January 1, 2010, subject to the Company's compensation committee's determination that certain performance criteria for fiscal year 2008 have been met.

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.

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