

AECOM TECHNOLOGY CORP  
Form DEF 14A  
January 21, 2011

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**AECOM TECHNOLOGY CORPORATION**

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(Name of Registrant as Specified In Its Charter)

N/A

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

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**AECOM TECHNOLOGY CORPORATION**

**555 SOUTH FLOWER STREET, SUITE 3700  
LOS ANGELES, CALIFORNIA 90071**

Dear AECOM Stockholder:

You are cordially invited to attend the 2011 Annual Meeting of Stockholders of AECOM Technology Corporation which will be held on Thursday, March 3, 2011, at 9:00 a.m. local time at The Millennium Biltmore Hotel, 506 South Grand Avenue, Los Angeles, California 90071.

Details of the business to be conducted at the meeting are given in the attached Notice of Annual Meeting of Stockholders and the attached Proxy Statement.

Whether or not you plan to attend the Annual Meeting in person, it is important that your shares be represented. The attached Proxy Statement contains details about how you may vote your shares.

Thank you for your cooperation.

Sincerely,

Richard G. Newman  
Chairman of the Board of Directors

John M. Dionisio  
President and Chief Executive Officer

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**AECOM TECHNOLOGY CORPORATION**

**555 SOUTH FLOWER STREET, SUITE 3700**

**LOS ANGELES, CALIFORNIA 90071**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON MARCH 3, 2011**

The 2011 Annual Meeting of Stockholders (the "**2011 Annual Meeting**") of AECOM Technology Corporation (the "**Company**") will be held on Thursday, March 3, 2011, at 9:00 a.m. local time at The Millennium Biltmore Hotel, 506 South Grand Avenue, Los Angeles, California 90071. At the 2011 Annual Meeting, you will be asked to:

1.  
Elect the three Class III Directors named in the proxy statement accompanying this notice to the Company's Board of Directors to serve until the Company's 2014 annual meeting of stockholders and until the election and qualification of their respective successors.  
**The Board of Directors recommends that you vote FOR each of the director nominees.**
  
2.  
Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2011.  
**The Board of Directors recommends that you vote FOR the ratification of the selection of Ernst & Young LLP.**
  
3.  
Approve an amendment and restatement of the Company's Certificate of Incorporation to increase the number of authorized shares of common stock of the Company.  
**The Board of Directors recommends that you vote FOR the amendment and restatement of the Company's Certificate of Incorporation.**
  
4.  
Approve the Company's performance goals under the 2006 Stock Incentive Plan.  
**The Board of Directors recommends that you vote FOR the Company's performance goals.**
  
5.  
Vote on an advisory resolution on the Company's executive compensation.  
**The Board of Directors recommends that you vote FOR the advisory resolution.**
  
6.  
Vote on the frequency of future stockholder advisory votes on the Company's executive compensation.  
**The Board of Directors recommends that you vote for a frequency of every 3 YEARS for future stockholder advisory votes.**

We will also attend to any other business properly presented at the 2011 Annual Meeting and any adjournment or postponement thereof. The foregoing items of business are more fully described in the proxy statement that is attached to, and a part of, this notice.

Only stockholders of record at the close of business on January 3, 2011, can vote at the 2011 Annual Meeting or any adjournment or postponement thereof.

By order of the Board of Directors,

Christina Ching  
Corporate Secretary

Los Angeles, California  
January 21, 2011

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**YOUR VOTE IS IMPORTANT**

Whether or not you plan to attend the 2011 Annual Meeting in person, we request that you vote (a) by internet, (b) by telephone, or (c) by requesting a printed copy of the proxy materials and using the proxy card or voting instruction card enclosed therein as promptly as possible in order to ensure your representation at the 2011 Annual Meeting.

You may revoke your proxy at any time before it is exercised by giving our corporate secretary written notice of revocation or submitting a later dated proxy by internet, telephone or mail, or by attending the 2011 Annual Meeting and voting in person.

Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the 2011 Annual Meeting, you must obtain from the record holder a proxy issued in your name.

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**AECOM TECHNOLOGY CORPORATION**

**555 SOUTH FLOWER STREET, SUITE 3700  
LOS ANGELES, CALIFORNIA 90071**

**PROXY STATEMENT  
ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD  
MARCH 3, 2011**

**INTRODUCTION**

This proxy statement is furnished in connection with the solicitation on behalf of the Board of Directors of AECOM Technology Corporation, a Delaware corporation ("we," "our," the "Company" or "AECOM"), of proxies for use at our 2011 Annual Meeting of Stockholders ("2011 Annual Meeting") to be held on March 3, 2011, at 9:00 a.m. local time, or at any adjournment or postponement thereof. At the 2011 Annual Meeting, you will be asked to consider and vote on the matters described in this proxy statement and in the accompanying notice. The 2011 Annual Meeting will be held at The Millennium Biltmore Hotel, 506 South Grand Avenue, Los Angeles, California 90071. Only stockholders of record at the close of business on January 3, 2011, which is the record date for the 2011 Annual Meeting, are permitted to vote at the 2011 Annual Meeting and any adjournment or postponement thereof.

The Board of Directors is soliciting your vote to

elect the three Class III Directors named in this proxy statement to the Company's Board of Directors to serve until the Company's 2014 annual meeting of stockholders and until the election and qualification of their respective successors;

ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2011;

approve an amendment and restatement of the Company's Certificate of Incorporation to increase the number of authorized shares of common stock of the Company;

approve the Company's performance goals under the 2006 Stock Incentive Plan;

approve an advisory resolution on the Company's executive compensation; and

advise on the frequency of future stockholder advisory votes on the Company's executive compensation.

We are pleased to again take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders over the Internet. We believe that this e-proxy process expedites stockholders' receipt of proxy materials, while also lowering the costs and reducing the environmental impact of our annual meeting. On January 21, 2011, we began mailing a Notice of Internet Availability of Proxy Materials (the "Notice") to all stockholders of record as of January 3, 2011, and posted our proxy materials on the Web site referenced in the Notice ([www.investorvote.com](http://www.investorvote.com)). As more fully described in the Notice, all stockholders may choose to access our proxy materials on the Web site referred to in the Notice or may request to receive a printed set of our proxy materials. In addition, the Notice and Web site provide information regarding how you may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting  
to be Held on March 3, 2011**

**The Proxy Statement and Annual Report on Form 10-K are available at [investors.aecom.com](http://investors.aecom.com).**





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**INFORMATION REGARDING VOTING AT THE 2011 ANNUAL MEETING**

**Proxies**

You may vote your shares in person at the 2011 Annual Meeting or by proxy. There are three ways to vote by proxy: (1) by Internet at [www.investorvote.com](http://www.investorvote.com) by following the instructions on the Notice or proxy card, (2) by telephone by calling 1-866-641-4276 and following the instructions on the Notice or proxy card, or (3) by requesting a printed copy of the proxy materials and signing, dating and mailing the enclosed proxy card to our Corporate Secretary at the address below. If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Internet and telephone voting also will be offered to stockholders owning shares through certain banks and brokers.

You may revoke your proxy at any time before it is exercised by (1) giving our Corporate Secretary written notice of revocation, (2) delivering to us a signed proxy card with a later date, (3) granting a subsequent proxy through the Internet or telephone, or (4) by attending the 2011 Annual Meeting and voting in person. Written notices of revocation and other communications with respect to the revocation of proxies should be addressed to AECOM Technology Corporation, 555 South Flower Street, Suite 3700, Los Angeles, CA 90071, Attention: Corporate Secretary.

All shares represented by valid proxies received and not revoked before they are exercised will be voted in the manner specified in the proxy. Other than with respect to certain trustees who hold our shares in trust, if you submit proxy voting instructions but do not direct how to vote on each item, the persons named as proxies will vote in favor of each of the proposals. Our Board of Directors is unaware of any other matters that may be presented for action at our 2011 Annual Meeting. If other matters do properly come before our 2011 Annual Meeting, however, it is intended that shares represented by proxies will be voted in the discretion of the proxy holders.

If you are a beneficial owner and hold your shares in the name of a bank, broker or other holder of record and do not return the voting instruction card, the broker or other nominee will vote your shares on each matter at the 2011 Annual Meeting for which he or she has the requisite discretionary authority. Under applicable rules, brokers have the discretion to vote on routine matters, which include the ratification of the selection of independent registered public accounting firms and the proposal regarding the amendment and restatement of our Certificate of Incorporation. Brokers will not have the discretion to vote on any of the other proposals presented at the 2011 Annual Meeting.

**Solicitation of Proxies**

We will pay the entire cost of soliciting proxies. In addition to soliciting proxies by mail, we will request banks, brokers and other record holders to send proxies and proxy materials to the beneficial owners of our common stock and to secure their voting instructions, if necessary. We will reimburse record holders for their reasonable expenses in performing these tasks. In addition, we have retained Georgeson, Inc. to act as a proxy solicitor in conjunction with the 2011 Annual Meeting. We have agreed to pay Georgeson a fee of \$10,000, plus reasonable expenses, costs and disbursements for proxy solicitation services. If necessary, we may use our regular employees, who will not be specially compensated, to solicit proxies from stockholders, whether personally or by telephone, letter or other means.

**Record Date and Voting Rights**

Our Board of Directors has fixed January 3, 2011 as the record date for determining the stockholders who are entitled to notice of, and to vote at, our 2011 Annual Meeting. Only stockholders of record at the close of business on the record date will receive notice of, and be able to vote at, our 2011 Annual Meeting. As of the record date, there were 118,494,848 shares of our common stock outstanding held by 1,747 record holders, in addition to approximately 54,901 holders who do not hold shares in their own names. A majority of the stock issued and outstanding and entitled to vote must be present at our 2011 Annual

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Meeting, either in person or by proxy, in order for there to be a quorum at the meeting. Each share of our outstanding common stock entitles its holder to one vote. Shares of our common stock with respect to which the holders are present in person at our 2011 Annual Meeting but not voting, and shares for which we have received proxies but with respect to which holders of the shares have abstained, will be counted as present at our 2011 Annual Meeting for the purpose of determining whether or not a quorum exists. Broker non-votes will also be counted as present for the purpose of determining whether a quorum exists. "Broker non-votes" are shares of common stock held by brokers or nominees over which the broker or nominee lacks discretionary power to vote and for which the broker or nominee has not received specific voting instructions from the beneficial owner.

For the proposal relating to director elections, the nominees for election as directors will be elected by a plurality of the votes of the shares of our common stock present in person or represented by proxy at the 2011 Annual Meeting. The advisory vote on the frequency of advisory votes on the Company's executive compensation will be determined based on a plurality of the votes as well. Abstentions and broker non-votes will not be counted as participating in the voting, and will therefore have no effect for purposes of such proposals. The other proposals require the affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the 2011 Annual Meeting in order for the proposals to be approved by our stockholders. Abstentions will be counted as present and will have the effect of a vote against the proposal, and broker non-votes will not be counted as participating in the voting, and will therefore have no effect on the outcome of the vote on the proposal. Votes will be tabulated by the inspector of election appointed for the 2011 Annual Meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes. Due to their advisory nature, the results of the advisory votes on the Company's executive compensation and the frequency of advisory votes on the Company's executive compensation will not be binding on our Board of Directors but will be carefully considered by our Board. Our Board of Directors urges you to vote promptly by either electronically submitting a proxy or voting instruction card over the Internet or by telephone or by delivering to us or your broker, as applicable, a signed and dated proxy card.

A representative of Computershare Trust Company, N.A., our transfer agent, will tabulate the votes and act as the inspector of election.

**Year-End Reporting Convention**

We report our results of operations based on 52- or 53-week periods ending on the Friday nearest September 30. For clarity of presentation, all periods are presented as if the fiscal year ended on September 30. Fiscal years 2010, 2009 and 2008 contained 52, 52 and 53 weeks and ended on October 1, October 2, and October 3, respectively.

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**PROPOSAL 1  
ELECTION OF CLASS III DIRECTORS**

The Company's Certificate of Incorporation provides for a classified Board of Directors, consisting of three classes, with each class serving a three-year term on a staggered basis. The Board of Directors is currently composed of 13 members, of whom four are Class I Directors, five are Class II Directors and four are Class III Directors. As noted below, in accordance with our director retirement policy, Mr. Christie, a Class III Director, will not be standing for re-election and will be retiring at the 2011 Annual Meeting. Although Mr. Mineta, a Class II Director, may serve out the remainder of his term, because he is past the age of retirement under our director retirement policy, he has chosen to retire at the 2011 Annual Meeting. The Company is most grateful to Messrs. Christie and Mineta for their valuable service to the Company. In accordance therewith, three Class III Directors will be elected at the 2011 Annual Meeting to serve until the 2014 Annual Meeting of Stockholders, and until their successors are duly elected and qualified. If a quorum is present at our 2011 Annual Meeting, the three nominees receiving the greatest number of votes will be elected.

Shares represented by proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named below. Each of the nominees has consented to serve as a director, if elected, and management has no reason to believe that any nominee will be unable or unwilling to serve if elected as a director. In the event that any nominee is unavailable for re-election as a result of an unexpected occurrence, shares will be voted for the election of such substitute nominee as our Board of Directors may propose. Pursuant to the vote and immediately following the 2011 Annual Meeting, our Board of Directors will be comprised of four Class I Directors, four Class II Directors and three Class III Directors.

**Director Qualifications**

The Board of Directors believes that the Board, as a whole, should possess a combination of skills, professional experience and diversity of backgrounds necessary to oversee the Company's business. The Nominating and Governance Committee is responsible for developing and recommending Board membership criteria to the full Board for approval. The criteria, which are set forth in the Company's Corporate Governance Guidelines, include the highest professional and personal ethics and values, commitment to enhancing stockholder value with sufficient time to carry out his or her duties, and business acumen. In considering director candidates, the Nominating and Governance Committee looks for business experience and skills, judgment, independence, integrity, an understanding of such areas as finance, marketing, regulation, public policy and the absence of potential conflicts with the Company's interests. While the Nominating and Governance Committee does not have a formal policy with respect to diversity, the Nominating and Governance Committee believes that it is essential that Board members represent diverse viewpoints and backgrounds.

The Nominating and Governance Committee annually reviews the appropriate skills and characteristics required of Board members in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Nominating and Governance Committee considers diversity, age, skills, and such other factors as it deems appropriate to maintain a balance of knowledge, experience and capability. This periodic assessment enables the Board to update the skills and experience it seeks in the Board as a whole, and in individual directors, as the Company's needs evolve and change over time and to assess effectiveness of efforts at pursuing diversity. In identifying director candidates from time to time, the Nominating and Governance Committee may establish specific skills and experience that it believes the Company should seek in order to constitute a balanced and effective board.

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The following list shows our three director nominees, as well as each of our eight continuing directors and two retiring directors.

**Nominees for Class III Directors Whose Terms Expire 2014**

Francis S. Y. Bong  
S. Malcolm Gillis  
Robert J. Routs

**Other Directors:**

**Class III Director Whose Term Expires 2011**

H. Frederick Christie\*

**Class I Directors Whose Terms Expire 2012**

Richard G. Newman  
James H. Fordyce  
Linda Griego  
William G. Ouchi

**Class II Directors Whose Terms Expire 2013**

John M. Dionisio  
Robert J. Lowe  
Norman Y. Mineta\*\*  
William P. Rutledge  
Daniel R. Tishman

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\*

In accordance with our director retirement policy (discussed below in "Corporate Governance Director Retirement Policy"), H. Frederick Christie will not stand for re-election and will retire as a director at the 2011 Annual Meeting.

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Because Norman Y. Mineta is past the age of retirement under our director retirement policy, he has chosen to retire as a director at the 2011 Annual Meeting.

The following section sets forth certain background information of the nominees for election as directors and the current members of our Board of Directors who will continue serving following the 2011 Annual Meeting, as well as each individual's specific experience, qualifications and skills that led our Board of Directors to conclude that each such nominee/director should serve on our Board of Directors.

*Francis S. Y. Bong*, 68, was named to our Board of Directors in May 2000 after our merger with Maunsell Consultants Asia Holding Ltd. He served as Chairman for our operations in Asia from 2000 to 2009. Prior to our merger with Maunsell, Mr. Bong was Chairman and Chief Executive of Maunsell from 1997 to 2000 and served as Managing Director of the same firm from 1987 to 1996. Mr. Bong started with Maunsell in 1975. Mr. Bong also serves on the Board of Directors of Cosmopolitan International Holdings Ltd. and China Merchants Holdings (International) Company Ltd. as a non-executive director.

Mr. Bong brings to our Board of Directors significant experience in our industry and our businesses particularly throughout Hong Kong and Southeast Asia as a result of his over twenty year career at Maunsell and nine years of service as Chairman of our operations in Asia.

*S. Malcolm Gillis*, 70, was named to our Board of Directors in January 1998. From July 2004 to present, Dr. Gillis has been a Professor of Economics at Rice University. Dr. Gillis served as President of Rice University from July 1993 to June 2004. Before assuming the presidency of Rice, Dr. Gillis was a professor at Duke University from 1984 to 1993, where he served as Dean of the Faculty of Arts and Sciences from 1991 to 1993. He was at Harvard University from 1969 to 1984, where he did extensive teaching and consulting in the area of international economics, with particular emphasis on Latin America

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and Asia, working with heads of state on economic policy issues. Dr. Gillis was a director of the Federal Reserve Bank of Dallas from 1998 to 2004. Dr. Gillis is a member of the Board of Directors of Halliburton Company and Service Corporation International. Dr. Gillis also serves on the boards of various educational and charitable organizations and government commissions and committees.

Dr. Gillis brings to our Board of Directors significant economic, financial, and business knowledge and experience gained from his consulting and professorships of international economics at Rice University, Duke University and Harvard University. His knowledge and expertise in economic policy issues affecting Latin America and Asia is particularly valuable to our Board as both Latin America and Asia are targeted growth areas for the Company. Dr. Gillis also provides the Board with important insight regarding public company governance from his service on two other public company Boards.

*Robert J. Routs*, 64, was named to our Board of Directors in December 2010. From 2004 until his retirement in 2008, Dr. Routs served as executive director, U.S. downstream operations, of Royal Dutch Shell plc, part of a global group of energy and petrochemical companies, and as Chairman, Shell Canada. Prior to that time, he served as group managing director for oil products and refining from 2003 to 2004, President and Chief Executive, Shell Oil Products US from 2002 to 2003 and President and Chief Executive, Equilon Enterprises LLC, a Shell-Texaco joint venture, from 2000 to 2002. Dr. Routs began his career at Royal Dutch Shell in 1971, serving in regional manufacturing and global general manager positions throughout his tenure. He also serves on the Board of Directors of AEGON N.V., AP Moller Maersk, Canadian Utilities, Royal DSM N.V., Royal KPN, and UPM Kymmene Oyj. Dr. Routs has informed the Company that he plans to review his board memberships and will reduce the number of director positions he holds by at least one prior to the end of 2011.

Dr. Routs was recently appointed to our Board for his global energy sector leadership as well as his operating and board experience. These qualifications should provide our Board of Directors with valuable international business experience and knowledge, which is particularly relevant in light of the international scope of the Company's operations.

*Richard G. Newman*, 76, has been a member of our Board of Directors since May 1990 and currently is our non-employee Chairman of the Board of Directors. On March 31, 2010, Mr. Newman transitioned from his role as an executive officer of the Company to a consultant to the Company. Mr. Newman was our Chairman and Chief Executive Officer from 2000 to 2005, Chairman, President and Chief Executive Officer from 1991 to 2000 and President from 1990 until 1991. He served as a director of our predecessor, Ashland Technology Corporation, from February 1989 until it became AECOM in April 1990. Mr. Newman was also President of Ashland Technology from December 1988 until May 1990. Previously, he was President and Chief Operating Officer of Daniel, Mann, Johnson & Mendenhall ("DMJM") from October 1985 to December 1988 and a Corporate Vice President and Vice President of DMJM from 1977 to 1985. Mr. Newman is a director of the Capital Private Client Services Funds. He also was a director of Southwest Water Company, Sempra Energy Company and mutual fund clusters affiliated with Capital Research and Management Company until 2010. Mr. Newman also serves on the boards of various charitable organizations.

Mr. Newman brings a deep understanding of the Company's business, industry and operations to our Board of Directors from his over 30-year career at the Company and in the engineering and construction industry. In addition, as the longest-tenured continuing member of our Board of Directors, he serves as a valuable resource of institutional knowledge. Mr. Newman's executive experience is also a valuable resource for our Board of Directors in its dealings with senior management.

*James H. Fordyce*, 51, was named to our Board of Directors in February 2006. Mr. Fordyce is a Managing Director of J.H. Whitney Capital Partners, LLC, a private investment firm. He also serves as the Co-Head of the Mezzanine Debt Group. Mr. Fordyce is a partner at the firm's affiliated funds and has been with the firm since July 1996. Mr. Fordyce also serves on the boards of several private companies and previously served as a director of Herbalife Ltd.

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Mr. Fordyce brings to our Board of Directors significant financial and investment experience as a result of his position at J.H. Whitney Capital Partners, LLC, where he has overseen significant debt and equity investments for the firm. In addition, Mr. Fordyce brings experience from his service on other public company boards, including Herbalife.

*Linda Griego*, 63, was named to our Board of Directors in May 2005. Ms. Griego has served as President and Chief Executive Officer of Griego Enterprises, Inc., a business management company, since 1985. She was the founder and Managing General Partner of Engine Co. No. 28, a restaurant in downtown Los Angeles, from 1988 until 2010. She also served as Interim President and Chief Executive Officer of the Los Angeles Community Development Bank and was Deputy Mayor of Los Angeles. She is currently a Director of CBS Corporation and previously chaired the Board of Southwest Water Company. Ms. Griego is a Director of the new Martin Luther King Hospital board and serves as a trustee of the David and Lucile Packard Foundation. She has also served as a Los Angeles Branch Director of the Federal Reserve Bank of San Francisco.

Ms. Griego brings executive management experience and expertise in government relations and publically appointed positions to our Board of Directors. Her service on the boards of a number of large companies, including as the independent Chair of Southwest Water Company, provides our Board of Directors with insight regarding corporate governance matters, which is a key area of focus in today's corporate environment.

*William G. Ouchi*, 67, joined our Board of Directors in May 2003. Dr. Ouchi is the Sanford and Betty Sigoloff Distinguished Professor in Corporate Renewal at the Anderson School of Management at the University of California, Los Angeles. He has been on the faculty of UCLA since 1979. Dr. Ouchi is a director of Semptra Energy Company, FirstFed Financial Corp. and the Conrad N. Hilton Foundation. Dr. Ouchi has also been Vice Dean for Executive Education at UCLA and Chief of Staff for the Mayor of Los Angeles. Dr. Ouchi also serves on the boards of various charitable organizations.

Dr. Ouchi brings to our Board of Directors significant experience gained as a consultant and professor at the Anderson School of Management at the University of California including the areas of corporate governance and organizational performance. He also has extensive leadership experience and an understanding of corporate governance from his membership on other public company boards and charitable organizations and as a former chief of staff for the Mayor of Los Angeles.

*John M. Dionisio*, 62, was appointed our President and Chief Executive Officer in October 2005, and was elected to our Board of Directors in December 2005. From October 2003 to October 2005, Mr. Dionisio served as our Executive Vice President and Chief Operating Officer. From October 2000 to October 2003, Mr. Dionisio served as President and Chief Executive Officer of our legacy subsidiary DMJM+Harris operation. Mr. Dionisio joined Frederic R. Harris, Inc., predecessor company to DMJM+Harris, in 1971, where he served in a number of capacities, including Chief Executive Officer from October 1999 to October 2003, President from July 1996 to October 1999, Executive Vice President in charge of U.S. operations from 1993 to 1996 and Manager of the New York Operations and Northern Region Manager from 1992 to 1993. Mr. Dionisio is also a director of Corinthian Colleges, Inc.

Mr. Dionisio brings a deep understanding of the Company's business, industry, operations and strategic planning to our Board of Directors from his nearly 40 years of experience with the Company and from his role as President and Chief Executive Officer. Having Mr. Dionisio serve on our Board of Directors also provides an open channel of communication between our Board of Directors and senior management.

*Robert J. Lowe*, 71, was named to our Board of Directors in February 1993. Mr. Lowe is Chairman and Chief Executive Officer of Lowe Enterprises, Inc., a real estate company active in property investment, management and development, and its affiliated companies. He was the principal founding shareholder in 1972 of the corporation that became Lowe Enterprises, Inc. Mr. Lowe also serves on the Board of

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Claremont McKenna College and on the boards of various charitable organizations and government commissions and committees.

Mr. Lowe's executive and investment career brings in-depth knowledge of business operations, strategy and technology to our Board of Directors with particular expertise in development and construction for the facilities market, one of the Company's principal end markets.

*William P. Rutledge*, 69, was named to our Board of Directors in November 1998. Mr. Rutledge currently serves as Chief Executive Officer of Aquanano, LLC, a company specializing in the commercialization of water filtration technology. Previously, he was President and Chief Executive Officer of Allegheny Teledyne, Inc., a diversified manufacturing company, from August 1996 until his retirement in 1997. Mr. Rutledge also serves on the Board of Directors of FirstFed Financial Corp., Communications & Power Industries, Sempra Energy Corporation and Advanced Turbines, Inc. and the board of trustees of St. John's Health Center Foundation, John Wayne Cancer Institute and the World Affairs Council of Los Angeles and the National World War II Museum.

Mr. Rutledge brings strong leadership, knowledge and experience of strategic and financial matters to our Board of Directors from his tenure at Allegheny Teledyne, Inc. and his service as chief executive officer of Aquanano, LLC. He also brings to our Board of Directors important knowledge of public company governance through his service on multiple public company boards.

*Daniel R. Tishman*, 55, was named to our Board of Directors and as Vice Chairman of the Company in July 2010 in connection with our acquisition of Tishman Construction Corporation. Previously, he served as Chairman of the Board of Directors and Chief Executive Officer of Tishman Construction, a leading construction management firm, from 2000 to 2010. He is also Vice Chairman and a member of the Board of Tishman Hotel & Realty LP. Mr. Tishman serves on the boards of the Real Estate Board of New York, the Natural Resources Defense Council, the Albert Einstein College of Medicine, National September 11 Memorial & Museum and UJA-Federation of NY. He also has served as an adviser to several government organizations.

Mr. Tishman provides strong knowledge, management and operational experience in the construction management industry to our Board of Directors, and in particular large scale development projects such as the rebuilding of the World Trade Center site in downtown New York City.

**Other Information**

Messrs. Rutledge and Ouchi, from October 1995 and January 1997 until 2009, respectively, served as directors of First Federal Bank of California, FSB ("First Federal"). On January 26, 2009, the board of directors of First Federal consented to an Office of Thrift Supervision ("OTS") Order to Cease and Desist in connection with the closing of First Federal by the OTS. In particular, the board of directors of First Federal consented to a cease and desist order against any unsafe and unsound practices resulting in inadequate asset quality, capital levels, earnings and liquidity planning. Messrs. Rutledge and Ouchi continue to serve as directors of FirstFed Financial Corp., the holding company for First Federal.

The Company believes that the order does not reflect on the integrity of Messrs. Ouchi and Rutledge and does not impact their ability to serve as directors of the Company.

**Vote Required and Recommendation of the Board of Directors**

The vote of a plurality of the shares present in person or represented by proxy and entitled to vote at the 2011 Annual Meeting is required to elect the nominees to the Board of Directors. This means that the three individuals nominated for election to the Board of Directors who receive the most "FOR" votes (among votes properly cast in person or by proxy) will be elected. Abstentions and broker non-votes are not counted for purposes of election of directors.

**The Board of Directors recommends that you vote for Messrs. Bong, Gillis and Routs, the nominees for Class III Directors named in Proposal 1.**



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**PROPOSAL 2**  
**RATIFICATION OF SELECTION OF INDEPENDENT**  
**REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of our Board of Directors has retained Ernst & Young LLP to serve as our independent registered public accounting firm for the fiscal year ending September 30, 2011. A representative of Ernst & Young LLP is expected to be present at the 2011 Annual Meeting and will have an opportunity to make a statement if the representative so desires, and will be available to respond to appropriate questions.

**Reasons for the Proposal**

Selection of our independent registered public accounting firm is not required to be submitted for stockholder approval, but the Audit Committee of our Board of Directors is seeking ratification of its selection of Ernst & Young LLP, from our stockholders as a matter of good corporate practice. If stockholders do not ratify this selection, the Audit Committee of our Board of Directors will reconsider its selection of Ernst & Young LLP, and will, in its sole discretion, either continue to retain this firm or appoint a new independent registered public accounting firm. Even if the selection is ratified, the Audit Committee may, in its discretion, appoint a different independent registered public accounting firm at any time during the fiscal year if it determines that such a change would be in our best interests and the best interests of our stockholders.

**Vote Required and Recommendation of the Board of Directors**

The affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote at the 2011 Annual Meeting is required to ratify the selection of Ernst & Young LLP, as our independent registered public accounting firm for the fiscal year ending September 30, 2011. Abstentions will be counted as a vote against the proposal.

**The Board of Directors recommends that you vote in favor of Proposal 2.**

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**PROPOSAL 3**  
**APPROVAL OF AMENDMENT AND RESTATEMENT OF CERTIFICATE OF INCORPORATION**  
**TO INCREASE AUTHORIZED SHARES**

**Overview**

Our Board of Directors has unanimously adopted a resolution for approval by our stockholders proposing an amendment and restatement of our Corrected Restated Certificate of Incorporation to increase (1) the total number of shares of all classes of stock which our company will have authority to issue from 158,000,000 to 308,000,000 and (2) the number of authorized shares of common stock from 150,000,000 to 300,000,000. The form of the proposed Amended and Restated Certificate of Incorporation is included as *Annex A* to this proxy statement.

Under the Delaware General Corporation Law, the Company may only issue shares of common stock to the extent it has shares authorized for issuance under its Certificate of Incorporation. As of January 3, 2011, of the 150,000,000 shares of common stock our Certificate of Incorporation has authorized for issuance, 118,494,848 shares of common stock were issued and outstanding (of which none were held in treasury), 3,193,203 shares were reserved for issuance on exercise of stock options and settlement of stock appreciation rights or vesting of restricted shares granted under our incentive plans, and 4,000,000 shares were reserved for issuance in connection with the Company's equity distribution program. As a result, the number of shares of common stock available for issuance, after taking into account shares reserved for issuance for these purposes, is 24,311,949. The proposed amendment would not change the number of authorized shares of preferred stock, nor would it change the relative rights of the holders of our common stock and preferred stock.

**Why You Should Vote for the Authorized Share Increase**

Our Board of Directors believes that the number of shares of common stock remaining available for issuance is insufficient to provide us the needed flexibility to conduct and grow our business and plan for future events. Our Board of Directors believes it is necessary that it have the flexibility to issue additional shares of common stock in connection with possible acquisitions, financings, employee incentive plans and other corporate purposes, should our Board deem any of those actions to be in the best interests of the Company and its stockholders. The continued growth, success and competitive position of the Company depend in part upon the Company's ability to acquire other successful companies and attract employees. To this end, the Board of Directors believes it is important for the Company to be in a position to take advantage of opportunities that might present themselves to the Company, and such opportunities may require the Company to issue common stock as consideration for acquisition targets and/or as incentive compensation for any new employees joining the Company. The availability of additional shares of common stock for issuance will afford the Company greater flexibility in acting upon opportunities and transactions, if any, which may arise. If the Company does not have sufficient authorized shares for such purposes, the Company may lose important opportunities, including to its competitors, which in turn could adversely affect the Company's financial performance and growth. Without an increase in the Company's authorized shares of common stock, the Company may be constrained in its ability to use equity as a component of compensation to attract and retain key personnel.

Moreover, the Company's authorized common stock has not changed since 2002, approximately five years prior to its May 2007 initial public offering. Since the Company's initial public offering, the Company's revenue has grown from \$4.2 billion in fiscal 2007 to \$6.5 billion in fiscal 2010. Earnings per share from continuing operations increased 20.6% in fiscal year 2010, the third consecutive year of growth exceeding 20%. In order for the Company to continue such growth and success, it is critical that the Company's authorized shares of common stock be increased.

The Board believes that the proposed increase in authorized common stock will make sufficient shares available for use pursuant to the purposes described herein.

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Other than as permitted or required under the Company's equity distribution program, employee benefit plans and under outstanding options, and other securities convertible into common stock, the Board of Directors has no agreements or commitments to issue additional shares of common stock for any purposes. However, once approved, the shares of common stock may be issued from time to time by action of our Board of Directors on such terms and for such purposes as our Board of Directors may consider appropriate from time to time. No additional action or authorization by the Company's stockholders would be necessary prior to the issuance of such additional shares, unless required by applicable law or the rules of the New York Stock Exchange, or any other stock exchange or national securities association trading system on which the common stock is then listed or quoted. Under New York Stock Exchange rules, stockholder approval is required for a transaction that results in a 20% or more increase in the number of shares outstanding.

The Company may seek stockholder approval of a further increase in authorized shares from time to time in the future as considered appropriate and approved by the Board of Directors. Under the Company's Certificate of Incorporation, the Company's stockholders do not have preemptive rights with respect to common stock. Thus, should the Board of Directors elect to issue additional shares of common stock, existing stockholders would not have any preferential rights to purchase such shares. In addition, if the Board of Directors elects to issue additional shares of common stock, such issuance could have a dilutive effect on the earnings per share, voting power and shareholdings of current stockholders. The proposed amendment to increase the authorized number of shares of common stock could, under certain circumstances, have an anti-takeover effect, although this is not the intention of this proposal. For example, in the event of a hostile attempt to take over control of the Company, it may be possible for the Company to endeavor to impede the attempt by issuing shares of common stock, thereby diluting the voting power of the other outstanding shares and increasing the potential cost to acquire control of the Company. The proposed amendment may have the effect of permitting the Company's current management, including the current Board of Directors, to retain its position, and place it in a better position to resist changes that stockholders may wish to make if they are dissatisfied with the conduct of the Company's business. However, the Board of Directors is not aware of any attempt to take control of the Company, and the Board of Directors has not presented this proposal with the intent that it be utilized as a type of anti-takeover device.

If the proposed amendment and restatement of our Certificate of Incorporation is adopted, it will become effective upon filing of the amended and restated Certificate of Incorporation in the form attached as Appendix A with the Delaware Secretary of State, which we anticipate doing as soon as practicable following the 2011 Annual Meeting. However, if the Company's stockholders approve the proposed amendment and restatement of the Company's Certificate of Incorporation, the Board retains discretion under Delaware law not to implement the proposed amendment and restatement. If the Board exercised such discretion, the number of authorized shares would remain at current levels.

**Vote Required and Recommendation of Board of Directors**

The affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote at the 2011 Annual Meeting is required to approve the amendment and restatement of the Company's Certificate of Incorporation to increase the Company's authorized shares from 158,000,000 to 308,000,000. Abstentions will be counted as a vote against the proposal, and broker non-votes will not affect the outcome of the vote on the proposal.

**The Board of Directors recommends that you vote in favor of Proposal 3.**

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**PROPOSAL 4**  
**APPROVAL OF THE COMPANY'S PERFORMANCE GOALS UNDER THE 2006 STOCK INCENTIVE PLAN**

**Overview**

The Company's 2006 Stock Incentive Plan (as amended to date, the "2006 Plan") provides for the grant of, among other things, incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock and restricted stock units to employees, officers, non-employee directors and other service providers. The Board of Directors originally adopted the 2006 Plan on October 1, 2006, prior to the Company's initial public offering. The amended and restated 2006 Plan was adopted by the Board on August 25, 2010. In order to allow for certain awards under the 2006 Plan to qualify as tax-deductible performance-based compensation under Section 162(m) of the Internal Revenue Code (the "Code"), the Company is asking stockholders to approve the material terms of the performance goals under the 2006 Plan. Stockholders are not being asked to approve any amendment to the 2006 Plan or to approve the 2006 Plan itself.

**Why You Should Vote to Approve the Performance Goals under the 2006 Plan**

The Board recommends that the Company's stockholders approve the performance goals under the 2006 Plan because it believes the Company's ability to grant equity-based awards that are performance-based continues to be crucial in promoting short and long-term financial growth and stability thereby enhancing stockholder value.

**Section 162(m) of the Code**

The Board believes that it is in the best interests of the Company and its stockholders to continue to provide for an equity incentive plan under which compensation awards made to the Company's executive officers can qualify for deductibility by the Company for federal income tax purposes. Accordingly, the 2006 Plan has been structured in a manner such that awards granted under it can satisfy the requirements for "performance-based" compensation within the meaning of Section 162(m) of the Code. In general, under Section 162(m), in order for the Company to be able to deduct compensation in excess of \$1,000,000 paid in any one year to the Company's chief executive officer or any of the Company's three other most highly compensated executive officers (other than the Company's chief financial officer), such compensation must qualify as "performance-based." One of the requirements of "performance-based" compensation for purposes of Section 162(m) is that the material terms of the performance goals under which compensation may be paid be disclosed to and approved by the Company's stockholders. For purposes of Section 162(m), the material terms include (i) the employees eligible to receive compensation, (ii) a description of the business criteria on which the performance goal is based and (iii) the maximum amount of compensation that can be paid to an employee under the performance goal. With respect to the various types of awards under the 2006 Plan, each of these aspects is discussed below, and, as noted above, stockholders are being asked under this proposal to approve each of these aspects of the 2006 Plan for purposes of the approval requirements of Section 162(m).

**Plan Summary**

The following summary of the material terms of the 2006 Plan is qualified in its entirety by reference to the complete statement of the 2006 Plan, which is set forth in *Annex B* to this Proxy Statement.

**Administration**

The 2006 Plan will be administered by the Compensation/Organization Committee of the Board, or in the absence of a Compensation/Organization Committee, a properly constituted compensation committee or the Board itself. Subject to the express provisions of the 2006 Plan, the administrator is authorized and

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empowered to do all things that it determines to be necessary or appropriate in connection with the administration of the 2006 Plan. In addition, the Compensation/Organization Committee may delegate any or all aspects of the day-to-day administration of the 2006 Plan to one or more officers or employees of the Company or any subsidiary, and/or to one or more agents.

**Participants**

Any person who is a current or prospective officer or employee (including any director who is also an employee, in his or her capacity as such) of the Company or of any subsidiary will be eligible for selection by the administrator for the grant of awards under the 2006 Plan. In addition, non-employee directors (subject to the limitations on the number of awards that can be granted to any non-employee director annually as specified in the 2006 Plan and discussed below) and any service providers who have been retained to provide consulting, advisory or other services to the Company or to any subsidiary will be eligible for the grant of awards under the 2006 Plan. Options intending to qualify as "incentive stock options" ("ISOs") within the meaning of Section 422 of the Code may only be granted to employees of the Company or any subsidiary. Approximately 38,000 employees and 10 non-employee directors currently qualify to participate in the 2006 Plan.

**Qualifying Performance Criteria**

The administrator may establish performance criteria and level of achievement versus such criteria that will determine the number of shares, units or cash to be granted, retained, vested, issued or issuable under or in settlement of or the amount payable pursuant to an award, which criteria may be based on "qualifying performance criteria" (as described below) or other standards of financial performance and/or personal performance evaluations. In addition, the administrator may specify that an award or a portion of an award is intended to satisfy the requirements for "performance-based compensation" under Section 162(m) of the Code, provided that the performance criteria for such award or portion of an award that is intended by the administrator to satisfy the requirements for "performance-based compensation" under Section 162(m) of the Code will be a measure based on one or more qualifying performance criteria selected by the administrator and specified at the time the award is granted. The administrator will certify the extent to which any qualifying performance criteria has been satisfied, and the amount payable as a result thereof, prior to payment, settlement or vesting of any award that is intended to satisfy the requirements for "performance-based compensation" under Section 162(m) of the Code. Notwithstanding satisfaction of any performance goals, the number of shares issued under or the amount paid under an award may be reduced, but not increased, by the administrator on the basis of such further considerations as the administrator in its sole discretion may determine.

For purposes of the 2006 Plan, the term "qualifying performance criteria" means any one or more of the following performance criteria, or derivations of such performance criteria, either individually, alternatively or in any combination, applied to either the company as a whole or to a business unit or subsidiary, either individually, alternatively or in any combination, and measured either annually or cumulatively over a period of years, on an absolute basis or relative to a pre-established target, to previous years' results or to a designated comparison group, in each case as specified by the administrator: (i) cash flow (before or after dividends); (ii) earning or earnings per share (including earnings before interest, taxes, depreciation and amortization), (iii) stock price, (iv) return on equity, (v) total stockholder return, (vi) return on capital or investment (including return on total capital, return on invested capital, or return on investment), (vii) return on assets or net assets, (viii) market capitalization, (ix) economic value added, (x) debt leverage (debt to capital), (xi) revenue or revenue, net of other direct costs, (xii) income or net income, (xiii) operating income, (xiv) operating profit or net operating profit, (xv) operating margin or profit margin, (xvi) return on operating revenue, (xvii) cash from operations, (xviii) operating ratio, (xix) operating revenue, (xx) total backlog, (xxi) days sales outstanding, or (xxii) customer service.

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To the extent consistent with Section 162(m) of the Code, the administrator (i) may appropriately adjust any evaluation of performance under a qualifying performance criteria to eliminate the effects of charges for restructurings, discontinued operations, extraordinary items and all items of gain, loss or expense determined to be extraordinary or unusual in nature or related to the disposal of a segment of a business or related to a change in accounting principle all as determined in accordance with standards established by opinion No. 30 of the Accounting Principles Board (APB Opinion No. 30) or other applicable or successor accounting provisions, as well as the cumulative effect of accounting changes, in each case as determined in accordance with generally accepted accounting principles or identified in the company's financial statements or notes to the financial statements, and (ii) may appropriately adjust any evaluation of performance under a qualifying performance criteria to exclude any of the following events that occurs during a performance period: (a) asset write-downs, (b) litigation, claims, judgments or settlements, (c) the effect of changes in tax law or other such laws or provisions affecting reported results, (d) accruals for reorganization and restructuring programs and (e) accruals of any amounts for payment under the 2006 Plan or any other compensation arrangement maintained by the Company.

**Shares Subject to the 2006 Plan and to Awards**

As of January 3, 2011, the aggregate number of shares of the Company's common stock that have been issued and remain available for issuance under the 2006 Plan was 31,751,042. The aggregate number of shares of the Company's common stock issuable pursuant to the 2006 Plan may not exceed 7,000,000, plus (i) any shares that were authorized for issuance under the Company's Amended and Restated AECOM Technology Corporation 2000 Stock Incentive Plan and the Amended and Restated AECOM Technology Corporation Stock Incentive Plan for Non-Employee Directors (collectively, the "Prior Plans") that, as of October 1, 2006 (the "Original Effective Date"), remained available for issuance under the Prior Plans (not including any shares that are subject to, as of the Original Effective Date, outstanding awards under the Prior Plans or any shares that prior to the Original Effective Date were issued pursuant to awards granted under the Prior Plans) and (ii) any shares subject to outstanding awards under the Prior Plans that on or after the Original Effective Date cease for any reason to be subject to such awards (other than by reason of exercise or settlement of the awards to the extent they are exercised for or settled in vested and non-forfeitable shares); provided that any shares granted after the Original Effective Date under options or stock appreciation rights shall be counted against this limit on a one-for-one basis and any shares granted as awards other than options or stock appreciation rights shall be counted against this limit as two (2) shares for every one (1) share subject to such award. The maximum number of shares is cumulatively increased on the first day of each fiscal year until 2016, by the least of: (i) 5% of the Company's fully diluted shares outstanding as of the last day of the preceding fiscal year; (ii) 3,000,000 or (iii) a number determined by the Board of Directors or the administrator. Fully diluted shares outstanding shall include the Company's common stock outstanding, plus all classes of preferred stock and convertible debt as converted to common stock, but shall not include awards outstanding under the 2006 Plan and the Prior Plans. The aggregate number of shares available for grant under the 2006 Plan and the number of shares subject to outstanding awards shall be subject to adjustment upon a change in the Company's capitalization. As of January 3, 2011, 2,688,008 shares remained available for issuance under future awards that could be granted under the 2006 Plan.

The aggregate number of shares issued under the 2006 Plan at any time will equal only the number of shares actually issued upon exercise or settlement of an award. Notwithstanding the foregoing, shares subject to an award under the 2006 Plan may not again be made available for issuance under the 2006 Plan if such shares are (i) shares that were subject to a stock-settled stock appreciation right and were not issued upon the net settlement or net exercise of such stock appreciation right, (ii) shares used to pay the exercise price of an option, (iii) shares delivered to or withheld by the Company to pay the withholding taxes related to an option or a stock appreciation right, or (iv) shares repurchased on the open market with the proceeds of an option exercise. Shares subject to awards that have been expired, forfeited or otherwise not

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issued under an award and shares subject to awards settled in cash shall not count as shares issued under the 2006 Plan.

The aggregate number of shares subject to awards granted under the 2006 Plan during any calendar year to any one participant may not exceed 2,000,000, which number will be subject to possible adjustment upon a change in the Company's capitalization. The maximum amount payable pursuant to that portion of an incentive bonus granted in any calendar year to any participant that is intended to satisfy the requirements for "performance-based compensation" under Section 162(m) of the Code may not exceed \$10,000,000.

The aggregate number of shares subject to options and stock appreciation rights granted during any calendar year to any one non-employee director may not exceed 50,000, and the aggregate number of shares issued or issuable under all awards granted under the 2006 Plan other than options or stock appreciation rights during any calendar year to any one non-employee director may not exceed 50,000; provided, however, that in the calendar year in which a non-employee director first joins the Board of Directors or is first designated as Chairman of the Board of Directors or Lead Director, the maximum number of shares subject to awards granted to the participant may be up to two hundred percent (200%) of the number of shares set forth in the foregoing limits and the foregoing limits do not count any tandem stock appreciation rights.

**Option Awards**

The administrator will establish the exercise price per share under each option, which, other than in the event of options granted in connection with a merger or other acquisition, will not be less than the fair market value of a share on the date the option is granted. The administrator will establish the term of each option, which in no case may exceed a period of ten (10) years from the date of grant. Options granted under the 2006 Plan may either be ISOs or options which are not intended to qualify as ISOs, or non-qualified stock options ("NQSOs"). Other than in connection with a change in the Company's capitalization, at any time when the exercise price of an option is above the fair market value of a share, the Company shall not, without stockholder approval, reduce the exercise price of such option and shall not exchange such option for cash or a new award with a lower (or no) exercise price.

**Stock Appreciation Rights**

A stock appreciation right provides the right to the monetary equivalent of the increase in value of a specified number of shares over a specified period of time after the right is granted. Stock appreciation rights may be granted to participants either in tandem with or as a component of other awards granted under the 2006 Plan ("tandem SARs") or not in conjunction with other awards ("freestanding SARs"). All freestanding SARs will be granted subject to the same terms and conditions applicable to options as set forth above and in the 2006 Plan and all tandem SARs will have the same exercise price, vesting, exercisability, forfeiture and termination provisions as the award to which they relate. Other than in connection with a change in the Company's capitalization, at any time when the exercise price of a stock appreciation right is above the fair market value of a share, the Company shall not, without stockholder approval, reduce the exercise price of such stock appreciation right and shall not exchange such stock appreciation right for cash or a new award with a lower (or no) exercise price.

**Restricted Stock and Restricted Stock Units**

Restricted stock is an award or issuance of shares the grant, issuance, retention, vesting and/or transferability of which is subject during specified periods of time to conditions (including continued employment or performance conditions) and terms as the administrator deems appropriate. Restricted stock units are awards denominated in units of shares under which the issuance of shares is subject to conditions (including continued employment or performance conditions) and terms as the administrator deems appropriate. Participants holding shares of restricted stock granted under the 2006 Plan may

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exercise full voting rights with respect to those shares during the period of restriction. Participants will have no voting rights with respect to shares underlying restricted stock units unless and until such shares are reflected as issued and outstanding shares on the company's stock ledger. Participants in whose name restricted stock is granted will be entitled to receive all dividends and other distributions paid with respect to those shares, unless determined otherwise by the administrator. Shares underlying restricted stock units will be entitled to dividends or dividend equivalents only to the extent provided by the administrator.

**Incentive Bonuses**

Each incentive bonus will confer upon the participant the opportunity to earn a future payment tied to the level of achievement with respect to one or more performance criteria established for a performance period of not less than one year. The administrator will establish the performance criteria and level of achievement versus these criteria that will determine the target and maximum amount payable under an incentive bonus, which criteria may be based on financial performance and/or personal performance evaluations.

**Deferral of Gains**

The administrator may, in an award agreement or otherwise, provide for the deferred delivery of shares upon settlement, vesting or other events with respect to restricted stock or restricted stock units, or in payment or satisfaction of an incentive bonus.

**Amendment and Termination**

The Board may amend, alter or discontinue the 2006 Plan and the administrator may amend, or alter any agreement or other document evidencing an award made under the 2006 Plan, except no such amendment may, without the approval of the stockholders of the Company (other than in respect of a change in the Company's capitalization): increase the maximum number of shares for which awards may be granted under the 2006 Plan; reduce the exercise price of outstanding options; extend the term of the 2006 Plan; change the class of persons eligible to be participants; otherwise amend the 2006 Plan in any manner requiring stockholder approval by law or under the New York Stock Exchange listing requirements; or increase the individual maximum limits set forth in the 2006 Plan.

No amendment or alteration to the 2006 Plan or an award or award agreement may be made which would impair the rights of the holder of an award, without such holder's consent, provided that no such consent will be required if the administrator determines in its sole discretion and prior to the date of any change in control that such amendment or alteration either is required or advisable in order for the Company, the 2006 Plan or the award to satisfy any law or regulation or to meet the requirements of or avoid adverse financial accounting consequences under any accounting standard.

**Adjustments**

The number and kind of shares available for issuance under the 2006 Plan (including under any awards then outstanding), and the number and kind of shares subject to the individual limits set forth in the 2006 Plan and above, will be equitably adjusted by the administrator as it determines appropriate to reflect any reorganization, reclassification, combination of shares, stock split, reverse stock split, spin-off, dividend or distribution of securities, property or cash (other than regular, quarterly cash dividends), or any other event or transaction that affects the number or kind of shares of the Company outstanding.

In the event there shall be any other change in the number or kind of outstanding shares, or any stock or other securities into which such shares shall have been changed, or for which it shall have been exchanged, by reason of a change of control, other merger, consolidation or otherwise, then the administrator shall, in its sole discretion, determine the appropriate and equitable adjustment, if any, to be effected. In addition, in the event of such change described in this paragraph, the administrator may



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accelerate the time or times at which any award may be exercised and may provide for cancellation of such accelerated awards that are not exercised within a time prescribed by the administrator in its sole discretion.

**Transferability**

Awards may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated by a participant other than by will or the laws of descent and distribution, and each option or stock appreciation right may be exercisable only by the participant during his or her lifetime. Notwithstanding the foregoing, to the extent permitted by the administrator, the person to whom an award is initially granted may make certain limited transfers to certain family members, family trusts, or family partnerships.

**Effective Date and Termination of the 2006 Plan**

The Board of Directors originally adopted the 2006 Plan on October 1, 2006, prior to the Company's initial public offering. The amended and restated 2006 Plan was adopted by the Board on August 25, 2010. The 2006 Plan will remain available for the grant of awards until the tenth (10th) anniversary of the Original Effective Date (October 1, 2016).

**Federal Income Tax Treatment**

The following discussion of the federal income tax consequences of the 2006 Plan is intended to be a summary of applicable federal law as currently in effect. It should not be taken as tax advice by 2006 Plan participants, who are urged to consult their individual tax advisors.

***Stock Options***

ISOs and NQSOs are treated differently for federal income tax purposes. ISOs are intended to comply with the requirements of Section 422 of the Code. NQSOs do not comply with such requirements.

An optionee is not taxed on the grant or exercise of an ISO. The difference between the exercise price and the fair market value of the shares on the exercise date will, however, be a preference item for purposes of the alternative minimum tax. If an optionee holds the shares acquired upon exercise of an ISO for at least two years following the option grant date and at least one year following exercise, the optionee's gain, if any, upon a subsequent disposition of such shares is long term capital gain. The measure of the gain is the difference between the proceeds received on disposition and the optionee's basis in the shares (which generally equals the exercise price). If an optionee disposes of stock acquired pursuant to exercise of an ISO before satisfying these holding periods, the optionee will recognize both ordinary income and capital gain in the year of disposition. The Company is not entitled to an income tax deduction on the grant or exercise of an ISO or on the optionee's disposition of the shares after satisfying the holding period requirement described above. If the holding periods are not satisfied, the Company will be entitled to a deduction in the year the optionee disposes of the shares in an amount equal to the ordinary income recognized by the optionee.

In order for an option to qualify for ISO tax treatment, the grant of the option must satisfy various other conditions more fully described in the Code. The Company does not guarantee that any option will qualify for ISO tax treatment even if the option is intended to qualify for such treatment. In the event an option intended to be an ISO fails to so qualify, it will be taxed as an NQSO as described below.

An optionee is not taxed on the grant of an NQSO. On exercise, the optionee recognizes ordinary income equal to the difference between the exercise price and the fair market value of the shares acquired on the date of exercise. The Company is entitled to an income tax deduction in the year of exercise in the amount recognized by the optionee as ordinary income. The optionee's gain (or loss) on subsequent disposition of the shares is long term capital gain (or loss) if the shares are held for at least one year following exercise. The Company does not receive a deduction for this gain.

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***Stock Appreciation Rights***

An optionee is not taxed on the grant of a stock appreciation right. On exercise, the optionee recognizes ordinary income equal to the cash or the fair market value of any shares received. The Company is entitled to an income tax deduction in the year of exercise in the amount recognized by the optionee as ordinary income.

***Restricted Stock and Restricted Stock Units***

Grantees of restricted stock or restricted stock units do not recognize income at the time of the grant. When the award vests or is paid, grantees generally recognize ordinary income in an amount equal to the fair market value of the stock or units at such time, and the Company will receive a corresponding deduction. However, no later than 30 days after a participant receives an award of restricted stock, the participant may elect to recognize taxable ordinary income in an amount equal to the fair market value of the shares at the time of receipt. Provided that the election is made in a timely manner, when the restrictions on the shares lapse, the participant will not recognize any additional income. If the participant forfeits the shares to the Company (e.g., upon the participant's termination prior to vesting), the participant may not claim a deduction with respect to the income recognized as a result of the election. Dividends paid with respect to unvested shares of restricted stock generally will be taxable as ordinary income to the participant at the time the dividends are received.

***Incentive Bonuses***

A participant will have taxable income at the time an incentive bonus award becomes payable, and, if the participant has timely elected deferral to a later date, such later date. At that time, the participant will recognize ordinary income equal to the value of the amount then payable.

***Company Deduction and Section 162(m)***

For the individual serving as the chief executive officer of the Company at the end of the taxable year and for the individuals serving as officers of the company or a subsidiary at the end of such year who are among the three highest compensated officers (other than the chief financial officer) for proxy reporting purposes, Section 162(m) limits the amount of compensation otherwise deductible by the Company and its subsidiaries for such year to \$1,000,000 for each such individual except to the extent that such compensation is "performance-based compensation." The Company expects that NQSOs, ISOs and stock appreciation rights should qualify as performance-based compensation. The Compensation/Organization Committee may establish performance conditions and other terms with respect to grants of restricted stock, restricted stock units and incentive compensation awards in order to qualify such grants as performance-based compensation for purposes of Section 162(m).

***New Plan Benefits***

The benefits that will be awarded or paid in the future under the 2006 Plan are not currently determinable. Such awards are within the discretion of the Compensation/Organization Committee, and the Compensation/Organization Committee has not determined future awards or who might receive them. Information about awards granted in fiscal year 2010 under the 2006 Plan to the Company's named executive officers can be found in the table under the heading "Grants of Plan-Based Awards" below. As of January 3, 2011, the closing price of a share of the Company's common stock was \$28.32.

***Vote Required and Board Recommendation***

The affirmative vote of a majority of the votes cast is required for the approval of the Company's performance goals under the 2006 Stock Incentive Plan. Abstentions will be counted as a vote against the proposal, and broker non-votes will not affect the outcome of the vote on the proposal.

**The Board of Directors recommends that you vote in favor of Proposal 4.**

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**PROPOSAL 5**  
**ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION**

In accordance with recently adopted Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which was added under the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank"), we are asking stockholders to approve an advisory resolution on the Company's executive compensation as reported in this proxy statement. Our executive compensation programs are designed to support the Company's long-term success. As described below in the "Compensation Discussion and Analysis" section of this proxy statement, the Compensation/Organization Committee has structured our executive compensation program to achieve the following key objectives:

provide a total rewards package to our executives that are competitive with our peer companies;

attract and retain key talent; and

link pay to performance by providing incentives that promote short and long-term financial growth and stability to continuously enhance stockholder value.

In fiscal year 2010, the Company performed strongly despite a challenging global economic environment. Our revenue for the year ended September 30, 2010 increased \$426.3 million, or 7.0%, to \$6.5 billion as compared to \$6.1 billion for the corresponding period last year. Our net income for the same period increased 24.9% to \$237.0 million as compared to the corresponding period last year. We believe this performance shows the value of our strategy of pursuing a diversified global business growing both organically and by targeted acquisitions. Further, we believe that our performance-based executive compensation programs provide incentives that are aligned with the best interests of our stockholders and have facilitated the Company's performance.

We urge stockholders to read the "Compensation Discussion and Analysis" below, which describes in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the Summary Compensation Table and related compensation tables and narrative below which provide detailed information on the compensation of our named executive officers. The Compensation/Organization Committee and the Board of Directors believe that the policies and procedures articulated in the "Compensation Discussion and Analysis" are effective in achieving our goals and that the compensation of our Named Executive Officers reported in this proxy statement has supported and contributed to the Company's success.

We are asking stockholders to approve the following advisory resolution at the 2011 Annual Meeting:

RESOLVED, that the stockholders of AECOM Technology Corporation (the "Company") approve, on an advisory basis, the compensation of the Company's named executive officers set forth in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables and narrative in the Proxy Statement for the Company's 2011 Annual Meeting of Stockholders.

This advisory resolution, commonly referred to as a "say-on-pay" resolution, is non-binding on the Board of Directors. Although non-binding, the Board and the Compensation/Organization Committee will carefully review and consider the voting results when evaluating our executive compensation program.

**The Board of Directors recommends that you vote in favor of Proposal 5.**

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**PROPOSAL 6**

**ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION**

We will provide an advisory vote on executive compensation at least once every three years. Pursuant to recently adopted Section 14A of the Exchange Act, in this Proposal 6 we are asking stockholders to vote on whether future advisory votes on executive compensation should occur every year, every two years or every three years.

After careful consideration, the Board of Directors recommends that future advisory votes on executive compensation occur every three years (triennially). We believe that this frequency is appropriate for a number of reasons, including:

Our compensation programs do not change significantly from year to year and we seek to be consistent;

Our compensation program does not contain any significant risks that might be of concern to our stockholders, as confirmed by a review performed by the Company with its consultant and reviewed by the Compensation/Organization Committee's independent consultant;

A longer frequency is consistent with long-term compensation objectives; and

Our compensation programs are designed to reward and incentivize long-term performance and a triennial vote corresponds with the three year performance period under our long-term incentive awards.

For the foregoing reasons, we encourage our stockholders to evaluate our executive compensation programs over a multi-year horizon and to review our named executive officers' compensation over the past three fiscal years as reported in the Summary Compensation Table below. In addition, we believe that a triennial advisory vote on executive compensation reflects the appropriate time frame for our Compensation/Organization Committee and the Board of Directors to evaluate the results of the most recent advisory vote on executive compensation, to discuss the implications of that vote with stockholders to the extent needed, to develop and implement any adjustments to our executive compensation programs that may be appropriate in light of a past advisory vote on executive compensation, and for stockholders to see and evaluate the Compensation/Organization Committee's actions in context. In this regard, because the advisory vote on executive compensation occurs after we have already implemented our executive compensation programs for the current year, and because the different elements of compensation are designed to operate in an integrated manner and to complement one another, we expect that in certain cases it may not be appropriate or feasible to fully address and respond to any one year's advisory vote on executive compensation by the time of the following year's annual meeting of stockholders.

The Board of Directors is aware of and took into account views that some have expressed in support of conducting an annual advisory vote on executive compensation. We are aware that some stockholders believe that annual advisory votes will enhance or reinforce accountability. However, we have in the past been, and will in the future continue to be, proactively engaged with our stockholders on a number of topics and in a number of forums. Thus, we view the advisory vote on executive compensation as an additional, but not exclusive, opportunity for our stockholders to communicate with us regarding their views on the Company's executive compensation programs. In addition, because our executive compensation programs have typically not changed materially from year-to-year and are designed to operate over the long-term and to enhance long-term performance, we are concerned that an annual advisory vote on executive compensation could lead to a near-term perspective inappropriately bearing on our executive compensation programs. Finally, although we believe that holding an advisory vote on executive compensation every three years will reflect the right balance of considerations in the normal course, we will periodically reassess that view and can provide for an advisory vote on executive

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compensation on a more frequent basis if changes in our compensation programs or other circumstances suggest that such a vote would be appropriate.

Stockholders will be able to specify one of four choices for this proposal on the proxy card: three years, two years, one year or abstain. Stockholders are not voting to approve or disapprove the Board's recommendation. This advisory vote on the frequency of future advisory votes on executive compensation is non-binding on the Board of Directors. Notwithstanding the Board's recommendation and the outcome of the stockholder vote, the Board may in the future decide to conduct advisory votes on a more or less frequent basis and may vary its practice based on factors such as discussions with stockholders and the adoption of material changes to compensation programs. The Board will disclose its position on the frequency of future advisory votes on executive compensation as part of our Corporate Governance Guidelines on our website at [www.aecom.com](http://www.aecom.com).

**The Board of Directors recommends that you vote to conduct future advisory votes on executive compensation every three years.**

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**CORPORATE GOVERNANCE**

**Board Meetings**

During our fiscal year ended September 30, 2010, our Board of Directors met four times, the Audit Committee met five times, the Compensation/Organization Committee met four times, the Nominating and Governance Committee met three times, and the Planning, Finance and Investment Committee met five times. Each incumbent director attended at least 75% of the aggregate of (1) the total number of meetings of our Board of Directors and (2) the total number of meetings held by all committees of the Board of Directors on which he or she served during fiscal 2010.

**Director Independence**

Nine of the thirteen members of our Board of Directors are independent directors as defined in accordance with the listing standards of the New York Stock Exchange. These standards provide that a director is independent only if our Board of Directors affirmatively determines that the director has no direct or indirect material relationship with the Company. They also specify various relationships that preclude a determination of director independence. Material relationships may include commercial, industrial, consulting, legal, accounting, charitable, family and other business, professional and personal relationships.

Applying these standards, our Board of Directors, upon the recommendation of our Nominating and Governance Committee, annually reviews the independence of our directors. In its most recent review, our Board of Directors considered, among other things, the absence of any employment relationships between the Company and our directors and their families; the absence of any of the other specific relationships that would preclude a determination of independence under New York Stock Exchange independence rules; the absence of any affiliation of the Company's directors and their families with the Company's independent registered public accounting firm, compensation consultants, legal counsel and other consultants and advisors; the absence of any transactions with directors and members of their families that would require disclosure in this proxy statement under U.S. Securities and Exchange Commission rules regarding related person transactions; and the insubstantial amount of goods and services that we purchase in the ordinary course of business from companies and the modest amount of our discretionary contributions to non-profit organizations of which some of our directors or members of their families are associated.

Our Board of Directors has determined that the following members are independent as determined in reference to the standards of the New York Stock Exchange: Messrs. Christie, Fordyce, Gillis, Lowe, Mineta, Ouchi, Routs and Rutledge and Ms. Griego.

**Board Leadership Structure**

The Board of Directors believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman of the Board of Directors and Chief Executive Officer in a manner that is in the best interests of our Company and stockholders upon then-prevailing circumstances. The Board of Directors believes that the decision as to who should serve in those roles, and whether the offices should be combined or separate, should be assessed periodically by the Board of Directors. Additionally, the Board of Directors believes that it needs to retain the ability to balance the independent Board structure with the flexibility to appoint as Chairman of the Board of Directors someone with hands-on knowledge of and experience in the operations of the Company.

Currently, the positions of Chief Executive Officer and Chairman of the Board of Directors are held by separate persons. We believe this structure is optimal for the Company at this time because it allows the Chief Executive Officer to focus on leading the Company's business and operations and the Chairman serves as a sounding board and advisor to the Chief Executive Officer. Additionally, our Chairman's

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experience as the Company's founder with an over 30-year career at the Company uniquely provides him with a perspective and wealth of knowledge that is invaluable to the Board of Directors and its interactions with management. Regardless of this structure, the Board of Directors has been, and continues to be, a proponent of Board independence. As a result, the Company's corporate governance structures and practices provide for a strong, independent Board of Directors and include several independent oversight mechanisms, including only independent directors serving as committee chairpersons and the directors' and committees' ability to engage independent consultants and advisors.

To complement this leadership structure, the independent directors annually appoint a lead independent director. H. Frederick Christie served as the lead independent director for fiscal year 2010 and will serve in that role until his retirement at the 2011 Annual Meeting. The independent directors have appointed William G. Ouchi to succeed Mr. Christie as the lead independent director following the 2011 Annual Meeting.

The position and role of the lead independent director is intended to expand lines of communication between the Board and members of management. It is not intended to reduce the free and open access and communications that each independent board member has with other board members and members of management. The lead independent director has the following duties:

To organize, convene and preside over executive sessions of the non-employee and independent directors and promptly communicate approved messages and directives to the Chairman of the Board of Directors and President and Chief Executive Officer.

To preside at all meetings of the Board of Directors at which the Chairman of the Board is not available.

To collect and communicate to the Chairman of the Board and President and Chief Executive Officer the views and recommendations of the independent directors, relating to his or her performance.

To perform such other duties and responsibilities as may be assigned from time-to-time by the independent directors.

The Board of Directors believes this governance structure and these practices ensure that strong and independent directors will continue to effectively oversee the Company's management and key issues related to long-range business plans, long-range strategic issues, risks and integrity.

**Executive Sessions**

Executive sessions of non-employee directors are included on the agenda for every regularly scheduled Board of Directors and committee meeting and during fiscal year 2010, executive sessions were held at each regularly scheduled Board of Directors meeting. The executive sessions are chaired by the lead independent director.

**Board's Role in Risk Oversight**

The Board plays an active role, both as a whole and also at the committee level, in overseeing management of the Company's risks. Management is responsible for the Company's day-to-day risk management activities. The Company relies on a comprehensive risk management process to aggregate, monitor, measure and manage risks. The risk management process is designed to enable the Board of Directors to establish a mutual understanding with management of the effectiveness of the Company's risk management practices and capabilities, to review the Company's risk exposure and to elevate certain key risks for discussion at the Board level. The Company's risk management process is overseen by its Chief Risk Officer, who is a member of the Company's senior management. The Chief Risk Officer provides regular updates on the Company's risk management process to the full Board.

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The Audit Committee oversees the Company's overall policies regarding risk assessment and risk management. In consultation with the Audit Committee, the Planning, Finance and Investments Committee reviews the Company's risk management strategies, including strategies in respect of foreign exchange risk, the Compensation/Organization Committee reviews the Company's compensation practices to ensure that they do not encourage excessive risk taking, the Nominating and Governance Committee oversees risks associated with operations of the Board and its governance structure. The full Board monitors risk through regular reports from each of the Committee chairs and is apprised of particular risk management matters in connection with its general oversight and approval of corporate matters. We believe the division of risk management responsibilities described above provides an effective framework for evaluating and addressing the risks facing the Company, and that our Board leadership structure supports this approach because it allows our independent directors, through the independent committee chairpersons, to exercise effective oversight of the actions of management.

**Risk Assessment of Compensation Policies and Practices**

In fiscal year 2010, the Company, with assistance from its consultant Mercer, conducted a risk assessment of the Company's compensation policies and practices as they apply to all employees, including all executive officers. The Company reviewed the design features and performance metrics of our cash and stock based incentive programs along with the approval mechanisms associated with each to determine whether any of these policies and practices could create risks that are reasonably likely to have a material adverse effect on the Company.

The assessment was then reviewed and discussed with the Compensation/Organization Committee's independent consultant, Exequity. As part of the review, several factors were noted that reduce the likelihood of excessive risk-taking:

Our compensation mix is balanced among fixed components such as salary and benefits, annual incentive payments and long-term incentives including Performance Earnings Program awards, stock options and restricted stock units granted under our 2006 Stock Incentive Plan, which typically vest or are earned over three years.

Performance Earnings Program awards, which make up 50% of long-term incentives for our executives, balance both growth and profitability and are earned if thresholds are met in both growth in earnings before interest, taxes and amortization ("EBITA") and return on investment over three years.

The Compensation/Organization Committee has ultimate authority to determine, and reduce if appropriate, compensation provided to our Section 16 Officers, including each of the Named Executive Officers.

The Compensation/Organization Committee, under their charter, has the authority to retain any advisor it deems necessary to fulfill their obligations and has engaged Exequity LLP as their independent consultant. Exequity performs services for the Compensation/Organization Committee as described in the Consultant to the Compensation Committee Section of the proxy.

Our annual incentive programs for non-officer employees are funded based on our EBITA results and are approved by our Executive Management Team, which includes each of the Named Executive Officers. Individual payouts are based on a combination of financial metrics as well as qualitative and discretionary factors.

Our long-term incentive and stock based awards, including Performance Earning Program awards, stock options and restricted stock units granted under our 2006 Stock Incentive Plan, are all approved by either the Compensation/Organization Committee or our CEO (and then reported to the Compensation/Organization Committee) under our delegations of authority.



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Our Named Executive Officers are subject to stock ownership guidelines and our insider trading policy.

Based on this assessment, the Company concluded that its compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

**Committees of the Board of Directors**

The Board of Directors of the Company has four standing committees: an Audit Committee, a Compensation/Organization Committee, a Nominating and Governance Committee and a Planning, Finance and Investments Committee. In accordance with New York Stock Exchange regulations, each member of the Audit Committee, the Compensation/Organization Committee and the Nominating and Governance Committee of the Board of Directors has been determined by our Board of Directors to be "independent." The committees operate under written charters that are available for viewing on the "Corporate Governance" area of the "Investors" section of our Web site at [www.aecom.com](http://www.aecom.com).

The members of each of the Company's standing committees are as follows:

**Audit Committee**

William P. Rutledge, *Chair*  
H. Frederick Christie  
Linda Griego  
Norman Y. Mineta  
Robert J. Routs  
William G. Ouchi

**Compensation/Organization Committee**

H. Frederick Christie, *Chair*  
James H. Fordyce  
S. Malcolm Gillis  
Linda Griego  
William G. Ouchi

**Nominating and Governance Committee**

William G. Ouchi, *Chair*  
H. Frederick Christie  
Linda Griego  
Robert J. Routs  
William P. Rutledge

**Planning, Finance and Investment Committee**

Robert J. Lowe, *Chair*  
Francis S.Y. Bong  
James H. Fordyce  
S. Malcolm Gillis  
Norman Y. Mineta  
Robert J. Routs  
Daniel R. Tishman

*Audit Committee.* The Audit Committee of our Board of Directors consists of William P. Rutledge (Chairperson), H. Frederick Christie, Linda Griego, Norman Y. Mineta, Robert J. Routs, and William G. Ouchi. The Audit Committee, which is composed solely of independent directors as defined under Rule 10A-3(b)(1) of the rules of the Securities and Exchange Commission and the regulations of the New York Stock Exchange, makes recommendations to our Board of Directors regarding the selection of independent auditors, reviews the results and scope of the audit of our financial statements and other

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services provided by our independent auditors, reviews and approves audit fees and all non-audit services and reviews and evaluates our audit and control functions. Our Audit Committee held five meetings during fiscal year 2010. Our Board of Directors has determined that Mr. Rutledge, Chairperson of the Audit Committee, qualifies as an "audit committee financial expert" as defined by the rules under the Securities Exchange Act of 1934. The "Report of the Audit Committee" is included in this proxy statement below.

*Compensation/Organization Committee.* The Compensation/Organization Committee of our Board of Directors consists of H. Frederick Christie (Chairperson), James H. Fordyce, S. Malcolm Gillis, Linda Griego, and William G. Ouchi. (Our Board of Directors has appointed James H. Fordyce as Chairperson of the Compensation/Organization Committee, effective upon H. Frederick Christie's retirement at the 2011 Annual Meeting.) The Compensation/Organization Committee, composed solely of independent directors, as defined under the regulations of the New York Stock Exchange and outside directors for purposes of Section 162(m) under the Internal Revenue Code, oversees our compensation plans and organizational matters. Such oversight includes decisions regarding executive management salaries, incentive compensation and long-term compensation plans as well as Company-wide equity plans for our employees. This committee also reviews the Board of Director's various compensation plans for service on the Board of Directors and its committees, utilizing independent consultants, and oversees benefit plan design and implementation and management succession planning. For further information regarding the Compensation/Organization Committee's processes and procedures for determining executive and non-employee director compensation see "Compensation of Executive Officers and Other Information Compensation Discussion and Analysis." Our Compensation/Organization Committee held four meetings during fiscal year 2010. The "Report of the Compensation/Organization Committee of the Board of Directors" is included in this proxy statement below.

*Nominating and Governance Committee.* The Nominating and Governance Committee of our Board of Directors consists of William G. Ouchi (Chairperson), H. Frederick Christie, Linda Griego, Robert J. Routs and William P. Rutledge. The Nominating and Governance Committee is composed solely of independent directors, as defined under the regulations of the New York Stock Exchange, and is responsible for recruiting and retaining qualified persons to serve on our Board of Directors, including recommending such individuals to the Board of Directors for nomination for election as directors; for evaluating director independence; and for oversight of our ethics and compliance activities. The Nominating and Governance Committee also considers written suggestions from stockholders, including potential nominees for election, and oversees the corporation's governance programs. This committee also conducts performance evaluations for the class of directors being elected at each annual meeting of stockholders. Our Nominating and Governance Committee held three meetings during fiscal year 2010.

*Planning, Finance and Investment Committee.* The Planning, Finance and Investment Committee of our Board of Directors consists of Robert J. Lowe (Chairperson), Francis S.Y. Bong, James H. Fordyce, S. Malcolm Gillis, Robert J. Routs, Norman Y. Mineta, and Daniel R. Tishman. The Planning, Finance and Investment Committee reviews our corporate finance programs, proposed investments and acquisitions, our strategic plans and other strategic initiatives. Our Planning, Finance and Investment Committee held five meetings during fiscal year 2010.

**Corporate Governance Guidelines**

Our Board of Directors has adopted corporate governance guidelines that set forth several important principles regarding our Board of Directors and its committees, including Board of Director membership criteria as well as other matters. Our corporate governance guidelines are available for viewing on the "Corporate Governance" area of the "Investors" section of our Web site at [www.aecom.com](http://www.aecom.com).

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**Codes of Conduct and Ethics**

We have adopted a code of conduct that describes the professional, legal, ethical, financial and social responsibilities of all of our directors, officers and employees. We require all of our directors, officers and employees to read and acknowledge the code of conduct and provide annual compliance training to all our directors, officers and employees. Our directors, officers and employees are also encouraged to report suspected violations of the code of conduct through various means, including a toll-free hotline, and they may do so anonymously. We also obtain year-end certifications from management personnel confirming compliance with the code of conduct. If we make substantive amendments to the code of conduct or grant any waiver, including any implicit waiver, to our principal executive, financial or accounting officer, or persons performing similar functions or any director, we will disclose the nature of such amendment or waiver in a press release, on our Web site and/or in a report on Form 8-K in accordance with applicable rules and regulations. In addition, we have adopted a separate code of ethics for senior financial officers that imposes specific standards of conduct on employees with financial reporting responsibilities. We also have adopted a global ethical business conduct policy that provides specific guidance to ensure that lawful and ethical business practices are followed while conducting international business activities. Our code of conduct, code of ethics for senior financial officers and ethical business conduct policy are available for viewing on the "Corporate Governance" area of the "Investors" section of our Web site at [www.aecom.com](http://www.aecom.com) and in print to any stockholder that requests it. Any such request should be addressed to AECOM Technology Corporation, 555 South Flower Street, Suite 3700, Los Angeles, California 90071, Attention: Corporate Secretary.

**Communications with the Board of Directors**

Our stockholders or other interested parties may communicate with our Board of Directors, a committee of our Board of Directors or a director by sending a letter addressed to the Board of Directors, a committee or a director to AECOM Technology Corporation, 555 South Flower Street, Suite 3700, Los Angeles, California 90071, Attention: Corporate Secretary. All communications will be compiled by our Corporate Secretary and forwarded to the Board of Directors, the committee or the director, as appropriate.

**Director Nominations**

The Nominating and Governance Committee of our Board of Directors is charged with identifying, investigating and recommending to the Board of Directors qualified individuals to become directors and assessing at least annually the size and composition of the Board of Directors and recommending any changes to the Board of Directors.

It is our belief that members of the Board of Directors should have the highest professional and personal ethics and values. The Board's Nominating and Governance Committee annually reviews the appropriate skills and characteristics required of members of the Board of Directors in the context of the current composition of the Board of Directors, the operating requirements of the Company and the long-term interests of stockholders. We believe that, as a whole, the Board of Directors should include individuals that are committed to enhancing stockholder value with sufficient time to effectively carry out their duties. While all directors should possess business acumen, the Board of Directors endeavors to include an array of targeted skills and experience in its overall composition. Criteria that the Nominating and Governance Committee looks for in director candidates include business experience and skills, judgment, independence, integrity, an understanding of such areas as finance, marketing, regulation, end markets, and public policy and the absence of potential conflicts with the Company's interests. While the Nominating and Governance Committee does not have a formal policy with respect to diversity, the Nominating and Governance Committee believes that it is essential that Board members represent diverse viewpoints and backgrounds.

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Our Nominating and Governance Committee will consider stockholder nominations for directors. The Nominating and Corporate Governance Committee evaluates any such nominees that are properly submitted using the same criteria it otherwise employs, as described above. Any recommendation submitted by a stockholder must include the same information concerning the potential candidate and the stockholder and must be received in the time frame required by our Bylaws as is required when a stockholder wishes to nominate a candidate directly. To be timely, the notice must be received not less than 90 nor more than 120 days prior to the date of the first anniversary of the preceding year's annual meeting of stockholders. However, in the event that the date of the annual meeting is advanced more than 30 days prior to such anniversary date or delayed more than 30 days after such anniversary date, notice by the stockholder to be timely must be received no more than 120 days prior to the date of the annual meeting and not less than the later of the close of business (a) 90 days prior to the date of the annual meeting and (b) the tenth day following the day on which the notice of stockholder meeting was mailed or public disclosure of such meeting was made by the Company. To be in proper form, the notice must, as to each person whom the stockholder proposes to nominate for election or re-election as a director, set forth all information concerning such person as would be required in a proxy statement soliciting proxies for the election of directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (including such person's signed written consent to being named in the proxy statement as a nominee and to serve as a director of the Company, if elected) and a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years between or among such stockholder and beneficial owner, if any, on whose behalf the nomination is being made, and their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand. In addition, as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is being made, the notice must also state the name and address, as they appear on the Company's books, of such stockholder and such beneficial owner, the class and number of shares of the Company which are owned of record and beneficially by such stockholder and such beneficial owner, a description of any agreement, arrangement or understanding with respect to the nomination between such stockholder or beneficial owner and any other person, including without limitation any agreements that would be required to be disclosed pursuant to Item 5 or Item 6 of Schedule 13D (regardless of whether the requirement to file a Schedule 13D is applicable to the stockholder or beneficial owner) of the Exchange Act, and a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder or beneficial owner, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the share price of any class of the Company's capital stock, or maintain, increase or decrease the voting power of the stockholder or beneficial owner with respect to shares of stock of the Company. Stockholders who wish to nominate candidates for director must do so pursuant to these procedures.

Dr. Routs was identified to the Nominating and Governance Committee by Spencer Stuart, a third-party executive search firm engaged by the Nominating and Governance Committee. The Nominating and Governance Committee recommended Dr. Routs for election to the Board of Directors.

**Director Attendance at Annual Meetings**

AECOM's policy is for directors to attend our annual meetings of stockholders, unless there are extenuating circumstances. All of the then-members of our Board of Directors attended the 2010 annual meeting of stockholders.

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**Director Compensation**

Information regarding the compensation of our non-employee directors is discussed below in "Compensation of Executive Officers and Other Information Directors Compensation for Fiscal Year 2010."

**Director Retirement Policy**

Our Board of Directors has adopted a director retirement policy which provides that, unless otherwise recommended by the Nominating and Governance Committee and approved by the Board of Directors, directors are expected to retire from the Board of Directors at the end of the term of service during which they turn 72 years of age. Directors who are over 72 years of age and serving on the Board of Directors upon the effective date of the Director Retirement Policy, August 27, 2009, are expected to retire at the later of the end of their current term of service or the 2011 Annual Meeting.

**Related Party Transaction Policy**

We have adopted a related party transaction policy, which covers transactions involving in excess of \$120,000 between us and our directors, executive officers, 5% or greater stockholders and parties related to the foregoing, such as immediate family members and entities they control. The policy requires that any such transaction be considered and approved by our Audit Committee prior to entry into such transaction. In reviewing such transactions, the policy requires the Audit Committee to consider all of the relevant facts and circumstances available to the Audit Committee, including (if applicable) but not limited to the benefits to the Company, the availability of other sources for comparable products or services, the terms of the transaction and the terms available to unrelated third parties or to employees generally.

Under the policy, if we should discover related party transactions that have not been approved, the Audit Committee will be notified and will determine the appropriate action, including ratification, rescission or amendment of the transaction.

**Certain Relationships and Related Transactions**

Mr. Ronald Yamiolkoski is employed by our subsidiary AECOM USA, Inc. as an Associate Vice President, and he is the brother-in-law of Mr. Richard Newman, our Chairman. Mr. Yamiolkoski has no reporting responsibility to Mr. Newman and, in our fiscal year ended September 30, 2010, Mr. Yamiolkoski received compensation from AECOM USA, Inc. of approximately \$228,000. The employment of Mr. Yamiolkoski was entered into more than 30 years ago, prior to the adoption of our related party transaction policy and has since been ratified by the Audit Committee.

Mr. Tishman, Vice Chairman of the Company, owns a substantial equity interest in, and has certain management rights with respect to, Tishman Hotel & Realty, LP, a Delaware limited partnership ("THR"), which is party to a certain Shared Services Agreement, dated July 14, 2010, between our wholly-owned subsidiary, Tishman Construction Corporation ("TCC") and THR (the "SSA"), pursuant to which TCC provides THR and certain affiliates certain services in exchange for compensation based on an annual budget. The initial term of the SSA expires on July 14, 2015. In our fiscal year ended September 30, 2010, TCC received approximately \$275,000 in compensation from THR pursuant to the SSA. THR and TCC are also parties to a certain Occupancy Agreement, dated July 14, 2010 (the "Occupancy Agreement"), pursuant to which THR pays to TCC a portion of the rent payable by TCC for its space in the building located at 666 Fifth Avenue, New York, New York in exchange for the right to use and occupy a portion of such space. THR may terminate the Occupancy Agreement at any time on 30 days notice to TCC. In our fiscal year ended September 30, 2010, TCC received approximately \$224,000 in rent from THR pursuant to the Occupancy Agreement.

Table of Contents**Stock Ownership Guidelines**

Non-employee directors are subject to stock ownership guidelines which are intended to align their interests with those of our stockholders'. Under the policy, our non-employee directors must maintain at all times while serving as a director, ownership of AECOM stock at the lesser of a multiple of four times the annual retainer or 7,607 shares. The minimum number of shares guideline is updated annually based on the current retainer (\$50,000) and the 12 month trailing average AECOM stock price. Shares owned directly or indirectly, deferred stock units, sixty percent of the value of vested but unexercised stock options and sixty percent of unvested restricted stock units are counted toward the guidelines. Non-employee directors have five years after becoming a director to comply with the guidelines. The following table outlines the ownership of our independent non-employee directors as of September 30, 2010.

<b>Non-employee Director</b>	<b>Actual Shares</b>	<b>Actual Retainer Multiple</b>
James H. Fordyce	111,460	58.6
S. Malcolm Gillis	63,114	33.2
Linda Griego	22,660	11.9
Norman Y. Mineta	9,067	4.8
William P. Rutledge	97,645	51.3
F. Fredrick Christie	103,212	54.3
Robert J. Lowe	113,628	59.7
William G. Ouchi	68,929	36.2

All of our non-employee directors exceed the stock ownership guidelines. On December 9, 2010, the Board approved increasing the stock ownership guidelines to five times the annual retainer from the current four times annual retainer.

Please see the Compensation Discussion and Analysis section for a discussion of the executive stock ownership guidelines applicable to our Named Executive Officers. Such guidelines apply to directors who are also Named Executive Officers of the Company.

Table of Contents**EXECUTIVE OFFICERS**

AECOM Technology Corporation's executive officers are as follows:

<b>Name</b>	<b>Age*</b>	<b>Position(s) Held</b>
John M. Dionisio	62	Director, President and Chief Executive Officer
Daniel R. Tishman		Director, Vice Chairman
	55	
Michael S. Burke		Executive Vice President, Chief Financial Officer
	47	
Jane A. Chmielinski		Executive Vice President, Chief Corporate Officer
	57	
James M. Jaska		Executive Vice President, Government
	59	
Alan P. Krusi		Executive Vice President, Corporate Development
	55	
Nigel C. Robinson		Executive Vice President, Geographies
	57	
Fredrick W. Werner		Executive Vice President, Business Lines
	57	

\*

As of January 21, 2011

The following section sets forth certain background information regarding those persons currently serving as executive officers of AECOM Technology Corporation:

*John M. Dionisio* was appointed our President and Chief Executive Officer in October 2005, and was elected to our Board of Directors in December 2005. From October 2003 to October 2005, Mr. Dionisio served as our Executive Vice President and Chief Operating Officer. From October 2000 to October 2003, Mr. Dionisio served as President and Chief Executive Officer of our legacy subsidiary DMJM+Harris operation. Mr. Dionisio joined Frederic R. Harris, Inc., the predecessor company to DMJM+Harris, in 1971, where he served in a number of capacities, including Chief Executive Officer from October 1999 to October 2003, President from July 1996 to October 1999, Executive Vice President in charge of U.S. operations from 1993 to 1996 and Manager of the New York Operations and Northern Region Manager from 1992 to 1993. Mr. Dionisio is also a director of Corinthian Colleges, Inc.

*Daniel R. Tishman* was named to our Board of Directors and as Vice Chairman of the Company in July 2010 in connection with our acquisition of Tishman Construction Corporation. Previously, he served as Chairman of the Board of Directors and Chief Executive Officer of Tishman Construction, a leading construction management firm, from 2000 to 2010. He is also Vice Chairman and a member of the Board of Tishman Hotel & Realty LP. Mr. Tishman serves on the boards of the Real Estate Board of New York, the Natural Resources Defense Council, the Albert Einstein College of Medicine, National September 11 Memorial & Museum and UJA-Federation of NY. He also has served as an adviser to several government organizations.

*Michael S. Burke* was appointed Executive Vice President in May 2006 and was appointed Chief Financial Officer in December 2006. He also served as Chief Corporate Officer from May 2006 to January 2009. Mr. Burke joined AECOM as Senior Vice President, Corporate Strategy, in October 2005. From 1990 to 2005, Mr. Burke was with the accounting firm KPMG LLP. He served in various senior leadership positions, most recently as a Western Area Managing Partner from 2002 to 2005 and was a member of KPMG's Board of Directors from 2000 through 2005. While on the KPMG Board of Directors, Mr. Burke served as the Chairman of the Board Process and Governance Committee and a member of the Audit and Finance Committee. Mr. Burke also serves on the Board of Directors of Rentech, Inc., and is the Chairman of its Audit Committee. Mr. Burke also serves on various charitable and community boards.

*Jane A. Chmielinski* was appointed Executive Vice President, Chief Corporate Officer in January 2009. Ms. Chmielinski previously served as Group Chief Executive for Corporate Development from

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January 2008 to January 2009, after serving as President and Chief Operating Officer of AECOM's legacy DMJM+Harris operation since October 2005. Prior to that, at DMJM+Harris, she served as Executive Vice President from October 2003 to October 2005 and as Senior Vice President from October 2002 to October 2003. Ms. Chmielinski began her career with DMJM+Harris in June 1993.

*James M. Jaska* was appointed Executive Vice President, Government in January 2009. Mr. Jaska previously served as Group Chief Executive of our Government Group from 2005 to January 2009 and was a consultant to us from 2004 to 2005. Prior to joining AECOM, Mr. Jaska served as President of Tetra Tech, Inc. from November 2001 to 2004, after serving as its Vice President, Chief Financial Officer and Treasurer from 1994 to 2001. From 1991 to 1994, Mr. Jaska held several operations and management positions at Alliant Techsystems, Inc. in addition to leading the environmental business venture and having operational responsibility for large government defense plants. From 1981 to 1990, he held various finance and business management positions at Honeywell, Inc. From 1977 to 1981, Mr. Jaska managed regulatory affairs issues dealing with the production of specialty chemicals at Ecolab, Inc. Mr. Jaska also served as an advisor to numerous government and professional committees.

*Alan P. Krusi* was appointed Executive Vice President, Corporate Development in January 2009, having served as Executive Vice President since July 2008. Prior to our acquisition of Earth Tech, Inc., Mr. Krusi was Chief Executive of Earth Tech from October 2003 to July 2008. He previously served as Chief Executive of RealEnergy, Inc., a provider of on-site electricity and thermal energy production, from April 2002 to August 2003. From July 1999 to April 2002, Mr. Krusi served as President of the Construction Services division of URS Corporation, where he oversaw an international construction services business specializing in construction management and program management of large public infrastructure projects. Prior to his employment with URS, and over a period of 22 years, Mr. Krusi held a number of technical and management positions within the engineering and construction industries. Mr. Krusi is a member of the Board of Directors of Comfort Systems USA, Inc., a provider of commercial heating, ventilation and air conditioning services.

*Nigel C. Robinson* was appointed Executive Vice President, Geographies in January 2009. Mr. Robinson previously served as Group Chief Executive of our Australia, New Zealand, Asia Group and the Middle East Group from 2003 to January 2009. From 2000 to 2003, he was Chief Executive of our Australia, New Zealand and the balance of our Asia businesses. Prior to our merger with Maunsell in 2000, Mr. Robinson was Chief Executive for Maunsell's Australia business and the balance of its Asia business from 1998 to 2000 and served as Director of Maunsell's Queensland, Australia, operations shortly after joining Maunsell in 1989 until becoming Chief Executive in 1998.

*Frederick W. Werner* was appointed Executive Vice President, Business Lines in January 2009. Mr. Werner previously served as Group Chief Executive of our U.S. Group from January 2008 to January 2009. He served as Group Chief Executive of our U.S. Infrastructure Group from 2005 to 2008. Prior to that time, Mr. Werner served as President and Chief Operating Officer of AECOM's legacy DMJM+Harris operation from 2003 to 2005. He began his DMJM+Harris career in the Geotechnical Division in 1977, progressing to Vice President and Manager of New Jersey Operations, Senior Vice President and Manager of New York Operations and, finally, to Chief Operating Officer before becoming President.



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**COMPENSATION OF EXECUTIVE OFFICERS AND OTHER INFORMATION**

**Compensation Discussion and Analysis ("CD&A")**

The following provides information regarding the compensation and benefit programs in place for the executive officers named in the Summary Compensation Table that follows this Compensation Discussion and Analysis relating to our 2010 fiscal year. Such officers are John M. Dionisio, President and Chief Executive Officer ("CEO"); Michael S. Burke, Executive Vice President, Chief Financial Officer; Nigel C. Robinson, Executive Vice President, Geographies; Jane A. Chmielinski, Executive Vice President, Chief Corporate Officer; James M. Jaska, Executive Vice President, Government; and Richard G. Newman, retired employee Chairman of the Board (collectively, the "Named Executive Officers"). Mr. Newman, who retired from the Company March 31, 2010, continues to serve as non-employee Chairman of the Board and a consultant to our CEO. The CD&A also includes information regarding the overall objectives of our compensation program and each element of compensation that we provide.

***Executive Summary***

We are a leading global provider of professional technical and management support services for commercial and government clients around the world. We provide planning, consulting, architectural and engineering design, and program and construction management services for a broad range of projects, including highways, airports, bridges, mass transit systems, government and commercial buildings, water and wastewater facilities and power transmission and distribution. We also provide program and facilities management and maintenance, training, logistics and other support services, primarily for agencies of the U.S. government.

As a professional services company, our employees are our most valuable resource and are critical to our purpose of creating, enhancing and sustaining the world's built, natural and social environments. In that regard, our compensation programs are one of many key drivers that allow us to attract and retain the employees to achieve our purpose. We believe our compensation programs have been instrumental in allowing us to retain our key executives, including our CEO, Executive Vice President, Geographies and Executive Vice President, Chief Corporate Officer, who have been with the Company over 39, 21 and 17 years respectively. In addition, our compensation programs have supported our ability to hire talented employees from outside of AECOM, such as our Executive Vice President, CFO and Executive Vice President, Government who have joined us in recent years.

Our compensation programs are designed to provide total reward packages that are competitive with our peer companies, allow us to attract and retain key talent, and provide incentives that promote short and long-term financial growth and stability to continuously enhance stockholder value. Our programs are based on a pay-for-performance model and the majority of our Named Executive Officers' compensation is performance-based. While each element of compensation is considered, the focus of the Compensation/Organization Committee is on providing a performance-based total reward package as a whole. In line with our pay-for-performance philosophy, the total compensation received by our named executive officers will vary based on individual and corporate performance measured against annual and long-term performance goals.

Despite a challenging economic environment, we delivered strong financial results for fiscal year 2010 as highlighted by the following:

Revenue growth of 7.0% to \$6.5 billion.

Net Income growth of 24.9% to \$237 million.

Earnings per share from continuing operations growth of 20.6%, the third consecutive year of growth exceeding 20%.

A 54.7% increase in our backlog to \$14.7 billion.

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Please see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" in our Annual Report on Form 10-K for a more detailed description of our fiscal year 2010 financial results. The results, as well as the factors described throughout the CD&A, were key factors in the determination of compensation for our Named Executive Officers.

While the key components of our executive officer compensation program have remained substantially unchanged in recent years, we continually evaluate them to ensure they are meeting our objectives and are consistent with good governance practices. During fiscal year 2010, we implemented or changed several compensation practices including:

Implementation of a compensation risk assessment process to ensure our programs and policies do not create risks that are reasonably likely to have a material adverse effect on the Company.

Established annual incentive targets for our Named Executive Officers to provide additional clarity regarding the annual incentive opportunity available and allow for easier comparison of opportunity amongst our peers.

Increased our CEO stock ownership guideline to six times base salary and increased our Board of Director stock ownership guideline to five times the annual retainer.

These changes serve to enhance our existing corporate governance practices which include:

The Compensation Committee's engagement of its own independent consultant that does not provide any services to management.

No employment agreements or multi-year compensation guarantees for any of our Named Executive Officers.

Our Change in Control Severance Policy does not provide severance benefits unless there is a change in control and an eligible termination ("double trigger"), equity awards do not automatically accelerate upon a change in control and severance benefits do not exceed two times base salary and average bonus for any executive.

We do not provide tax gross-up on perquisites or under our Change in Control Severance Policy.

The Company's insider trading policy prohibits hedging or monetization transactions, such as zero-cost collars and forward sale contracts, involving Company securities by directors and executive officers.

Our 2006 Stock Incentive Plan prohibits re-pricing of stock options without stockholder approval.

***The Compensation/Organization Committee***

Under its charter, the Compensation/Organization Committee of the Board of Directors has the sole authority to determine and approve compensation for our CEO and reviews and approves management's recommendations for the other Named Executive Officers and executives as defined by Section 16 of the Securities Act of 1934. In addition, the Compensation/Organization Committee, which is comprised solely of independent directors and provides reports to the Board of Directors, reviews and approves compensation programs, oversees our executive compensation philosophy and strategy, and ensures that proper due diligence, deliberations, and reviews of executive compensation are conducted. The Compensation/Organization Committee is also responsible for reviewing the compensation for the members of our Board of Directors and submits any modifications for approval to the Board of Directors.

With respect to compensation for each of our Named Executive Officers (other than Mr. Dionisio), the Compensation/Organization Committee, with assistance from its independent consultant (described below), reviews recommendations from Mr. Dionisio regarding compensation, considers each executive's overall performance (without weighting any specific factors) as well as the number of years each

executive

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has served in his/her current role and determines each executive's compensation. For fiscal year 2010, the Compensation/Organization Committee approved Mr. Dionisio's recommendations as proposed.

The Compensation/Organization Committee, with assistance from its independent consultant, determines Mr. Dionisio's compensation after taking into account its overall determination of Mr. Dionisio's performance (without weighting any specific factors).

***Role of Management in Establishing Compensation***

Mr. Dionisio reviews compensation data and analysis for each component of executive compensation for our Named Executive Officers (other than with respect to his own compensation), including payout amounts for annual incentive awards. This information is provided by the Compensation/Organization Committee's independent consultant. In addition, our Human Resources staff (sometimes with assistance from management's compensation consultants, described below) may provide additional compensation data or analysis at the request of Mr. Dionisio. Mr. Dionisio makes recommendations to the Compensation/Organization Committee regarding each component of executive compensation for our Named Executive Officers (other than with respect to his own compensation) and provides the Compensation/Organization Committee with a review of the overall performance and accomplishments, taking into account the number of years of service in the current role, for each Named Executive Officer. No Named Executive Officer has a role in approving his or her own compensation.

***Consultant to the Compensation Committee***

The Compensation/Organization Committee has the authority to retain the services of outside consultants to assist it in performing its responsibilities. In December 2008, the Compensation/Organization Committee engaged Hewitt Associates, Inc. as its independent compensation consultant. In January 2010, the Compensation/Organization Committee's consultant joined the compensation consulting firm Exequity LLP and the Compensation/Organization Committee elected to retain the services of its consultant with Exequity. During fiscal year 2010, the consultant provided data on the compensation and relative performance of peer group companies to the Compensation/Organization Committee, made presentations on regulatory and legislative matters affecting executive compensation, provided opinions on the degree to which compensation arrangements are consistent with market practices, and consulted on other compensation matters as needed. Exequity does not provide any additional services to the Company.

***Consultant to Management***

Since fiscal year 2009, management has retained Mercer to assist with compensation design and competitive analysis for our executive employees, including our Named Executive Officers. Mercer has provided market data to assist management with its review of peer group companies, responded to technical and compensation design requests and assisted with other compensation and benefit matters. During fiscal year 2010, Mercer interacted only with management and did not make any recommendations to the Compensation/Organization Committee or its independent compensation consultant.

***Benchmarking***

The Compensation/Organization Committee uses market data as an important tool in developing executive compensation packages for our Named Executive Officers. The Compensation/Organization Committee's independent consultant prepared a report to assist in the review and establishment of compensation paid to the Named Executive Officers for fiscal year 2010. This report, using publicly available information as well as published compensation survey data, compares our performance and each element of Named Executive Officer compensation to the performance of and compensation provided to executives serving in comparable positions within our peer group companies and the broader market for executive talent.

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For compensation decisions made in December 2009, the companies in our core peer group included:

CH2M Hill Companies Limited

Chicago Bridge and Iron Company

Fluor Corporation

Foster Wheeler Ltd.

Jacobs Engineering Group, Inc.

Shaw Group

Tetra Tech, Inc.

URS Corporation

In addition, an expanded group of peer companies was utilized which includes the eight core peer companies (listed above) as well as the following:

Accenture Ltd.

Computer Sciences Corporation

EMCOR Group, Inc.

Granite Construction Incorporated

KBR, Inc.

L-3 Communications Holdings, Inc.

McDermott International, Inc.

Northrop Grumman Corporation

Raytheon Company

SAIC, Inc.

Tutor Perini Corporation

The Compensation/Organization Committee believes the core group of companies serves as the appropriate peer group because they are direct business competitors. The expanded peer group companies represent a broader group of related companies in which we compete for executive talent. This expanded peer group provides a more robust sample against which to benchmark compensation, reducing the impact any one company's pay actions will have on market data and better allowing the peer group to withstand industry consolidation and remain relevant over a longer period of time.

The Compensation/Organization Committee regularly reviews the peer groups and makes any modifications necessary to ensure the group most closely resembles our competitive market for executive talent. In determining any changes, the Compensation/Organization Committee considers numerous financial metrics and AECOM's position relative to the proposed peer companies. In addition to companies within our industry, companies specializing in industrial services or government contracting with sizeable international presence in locations where we operate and compete for talent are considered. No changes were made to the peer groups for fiscal year 2010.

The independent consultant provided the following comparative financial information for the core and expanded peer groups as part of their December 2009 report for use in determining base salaries and long-term incentive compensation awards for fiscal year 2010. The tables below show AECOM's position relative to each of the peer groups in quartiles. Each quartile contains 25% of the data. Generally, the data

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is ordered from smallest to largest. For example, the 1<sup>st</sup> quartile represents the lowest figures and the 4<sup>th</sup> quartile represents the highest figures.

	Sales	Market Value	Net Income
AECOM rank versus core peers	2 <sup>nd</sup> quartile	3 <sup>rd</sup> quartile	3 <sup>rd</sup> quartile
AECOM rank versus expanded peers	1 <sup>st</sup> quartile	2 <sup>nd</sup> quartile	2 <sup>nd</sup> quartile

	Total Stockholder Return		Return on Equity		Earnings Per Share Growth		EBITDA Growth	
	1 year	3 year	1 year	3 year	1 year	3 year	1 year	3 year
AECOM rank versus core peers	4 <sup>th</sup> quartile	4 <sup>th</sup> quartile	1 <sup>st</sup> quartile	2 <sup>nd</sup> quartile	4 <sup>th</sup> quartile	3 <sup>rd</sup> quartile	4 <sup>th</sup> quartile	4 <sup>th</sup> quartile
AECOM rank versus expanded peers	4 <sup>th</sup> quartile	4 <sup>th</sup> quartile	1 <sup>st</sup> quartile	1 <sup>st</sup> quartile	4 <sup>th</sup> quartile	4 <sup>th</sup> quartile	4 <sup>th</sup> quartile	4 <sup>th</sup> quartile

The independent consultant provided updated comparative financial information for the core and expanded peer groups as part of their December 2010 report for use in determining bonuses for fiscal year 2010.

	Sales	Market Value	Net Income
AECOM rank versus core peers	2 <sup>nd</sup> quartile	2 <sup>nd</sup> quartile	2 <sup>nd</sup> quartile
AECOM rank versus expanded peers	2 <sup>nd</sup> quartile	2 <sup>nd</sup> quartile	2 <sup>nd</sup> quartile

	Total Stockholder Return		Return on Equity		Earnings Per Share Growth		EBITDA Growth	
	1 year	3 year	1 year	3 year	1 year	3 year	1 year	3 year
AECOM rank versus core peers	3 <sup>rd</sup> quartile	4 <sup>th</sup> quartile	1 <sup>st</sup> quartile	1 <sup>st</sup> quartile	3 <sup>rd</sup> quartile	4 <sup>th</sup> quartile	4 <sup>th</sup> quartile	4 <sup>th</sup> quartile
AECOM rank versus expanded peers	2 <sup>nd</sup> quartile	3 <sup>rd</sup> quartile	1 <sup>st</sup> quartile	1 <sup>st</sup> quartile	3 <sup>rd</sup> quartile	4 <sup>th</sup> quartile	4 <sup>th</sup> quartile	4 <sup>th</sup> quartile

Additional compensation benchmarking data for executives was provided from Hewitt's 2009 Executive Compensation database. The independent consultant's December 2009 report provided the Compensation/Organization Committee with market survey information for base salary and short and long-term incentive compensation within both our core and expanded peer group companies and the broader market referred to above.

The independent consultant's December 2009 report also provided a comparison of the total direct compensation for each of our Named Executive Officers compared to that of our core and expanded peer groups as outlined in the following table.

Named Executive Officer	Total direct compensation position relative to core peer group	Total direct compensation position relative to expanded peer group
President, CEO	2 <sup>nd</sup> quartile	2 <sup>nd</sup> quartile
EVP, CFO	3 <sup>rd</sup> quartile	3 <sup>rd</sup> quartile
EVP, Geographies	1 <sup>st</sup> quartile	1 <sup>st</sup> quartile
Chairman	2 <sup>nd</sup> quartile	2 <sup>nd</sup> quartile

The compensation positioning for our EVP, Geographies also takes into consideration the additional compensation and benefits provided as part of his international assignment in Dubai, United Arab Emirates. Our EVP, Chief Corporate Officer and EVP, Government were not benchmarked relative to our core and expanded peer groups in 2009 as they were not Named Executive Officers at that time. The independent consultant provided general industry market data for each position from their compensation database.

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To implement the compensation principles outlined in the above Executive Summary, the Compensation/Organization Committee reviews compensation for the Named Executive Officers considering base salary and short and long-term incentive compensation with a focus on the total reward package. We use the 50<sup>th</sup> percentile of our peer group companies and the broader market as a base line for base salary compensation for our Named Executive Officers, taking into account the experience level of the individuals in their current positions. Short-term compensation or annual incentives for the Named Executive Officers and long-term incentive compensation are based on a comparison between our performance and that of our core and expanded peer groups performance as illustrated in the tables above. Our Compensation/Organization Committee then considers these quantitative performance comparisons and the compensation of executives of the peer group companies in similar positions, as well as subjective, qualitative performance factors they deem important to insure the alignment of our executives' compensation with the goals of our stockholders. The qualitative factors are developed with the CEO for the Named Executive Officers other than the CEO, and by the Compensation/Organization Committee for the CEO. These qualitative factors include important items such as experience, leadership, safety, strategic planning, team building, diversity and succession planning. No specific weighting is given to any of these factors.

Each of the Named Executive Officers is evaluated based on overall corporate performance. In addition, performance for our Executive Vice President, Chief Corporate Officer, Executive Vice President, Geographies and Executive Vice President, Government, is also evaluated relative to their unique roles and experience in those roles. The performance, growth and strategic accomplishments of our North America business unit, non-North America geography business units and our government business unit factor into the overall evaluation of Ms. Chmielinski, Mr. Robinson and Mr. Jaska, respectively. No specific weighting is given to any of these factors and no specific performance goals are set, except as specifically discussed below.

***Elements of Compensation***

The compensation package for our Named Executive Officers generally consists of:

*Base Salary* intended to provide our executives with a competitive salary for their position and experience relative to their peers.

*Short-Term Incentive Compensation* intended to encourage our executives to focus on achievement of the Company's annual financial plan as well as the specific qualitative goals included in our strategic plan.

*Long-Term Incentive Compensation* designed to reward our executives for achieving quantitative and qualitative objectives that are related to our long-term objectives set forth in our five year strategic plan.

*Benefits, Retirement and Perquisite Programs* designed to protect our executives' health and well-being, facilitate the operation of our business, assist in the retention of our current executives and aid in the recruitment of new executives.

We believe tying our executives' total rewards with the short and long-term objectives of our strategic plan aligns our executives' interests with our stockholders and provides strong retention and motivational incentives for our executives. The majority of our Named Executive Officers' total rewards are based upon performance, including our results of operations as compared to our peer group companies. We believe this pay-for-performance model encourages and motivates the executives' performance in alignment with the best interests of our stockholders and employees. We do not maintain a specific policy regarding the amounts of performance-based and non-performance based compensation. However, in concert with our pay-for-performance philosophy, performance-based compensation (short and long-term incentive



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compensation) in fiscal year 2010 made up a majority of total direct compensation (performance-based compensation plus annual salary) for each of the Named Executive Officers.

<b>Named Executive Officer</b>	<b>Performance-based compensation as a percentage of total direct compensation</b>
President, CEO	89%
EVP, CFO	82%
EVP, Geographies	67%
EVP, Chief Corporate Officer	76%
EVP, Government	74%
Chairman	76%

As our financial performance increases relative to our performance targets, goals and the performance of our peer group companies, the Named Executive Officers' potential for additional compensation under the short-term and long-term incentive programs increases. If actual performance falls short of performance targets and goals, total compensation will be reduced. Short-term incentive compensation may be reduced to zero if performance falls short of established goals. A majority of our long-term incentive compensation, as described below, is generally subject to company-wide performance targets for a three-year performance period for the Named Executive Officers. If the Company falls short of its performance targets for the three-year performance period based on a pre-established formula, the payout will be reduced and may be reduced to zero for significant shortfalls. On an annual basis, our Compensation/Organization Committee evaluates past performance, performance of the peer group companies and general market conditions to establish future performance targets and goals.

*Base Salary*

We strive to provide our Named Executive Officers with base salaries that are aligned with their roles and responsibilities and are competitive when compared to our peer companies. We view base salary as an important component of each Named Executive Officer's overall compensation package. Base salaries are reviewed annually and at the time of promotion or other significant changes in responsibilities. The Compensation/Organization Committee sets the base salary of our Named Executive Officers using the median of our peer groups and the broader market for executives as a base line, taking into account the level of responsibility, experience and tenure of the individual, and the amount of performance-based incentives received or granted each year.

Effective January 2010, each of our Named Executives Officers received base salary increases ranging from one to five percent of base salary with the exception of our EVP, Chief Financial Officer and EVP, Chief Corporate Officer who received increases of seventeen percent and twenty five percent respectively. The increase for our EVP, Chief Financial Officer is reflective of his performance, heightened leadership role within the Company and further accession as strategic advisor to the CEO. The increase for our EVP, Chief Corporate Officer is reflective of her promotion from Group Chief Executive for Corporate Development to EVP, Chief Corporate Officer as well as the addition of responsibilities for overseeing our North America operations.

The Compensation/Organization Committee has capped our CEO's salary at \$1 million in order for the Company to maximize the tax deductibility of his compensation under Section 162 (m) of the Internal Revenue Code but may re-evaluate this in the future. Please refer to the *Tax Deductibility of Executive Compensation* section below for additional detail.

Table of Contents*Short-Term Incentive Compensation*

Our short-term incentive compensation program allows us to create annual performance criteria that are flexible and that change with the needs of our business. Our CEO and his management team are responsible for the overall performance of the Company in accordance with our strategic operating plan, as approved annually by our Board of Directors, and are evaluated relative to these objectives. Each year, the Compensation/Organization Committee reviews our performance as compared to financial and qualitative goals established by it at the beginning of the year, although the Named Executive Officers do not have target incentive amounts or an explicit formula for determining payouts.

The measurement criteria for our Named Executive Officers' incentive compensation awards for fiscal year 2010 were key components of our annual strategic operating plan as outlined above in the *Benchmarking* section. These financial metrics were supplemented by qualitative achievements such as: initiating and completing significant acquisitions, including effective integration; aggressive quality and safety development plans; organizational restructuring; development and implementation of our employee engagement programs; cross-selling and production sharing between our operating groups; and other individual accomplishments. No specific weight is established for each component and certain components may carry more or less influence in the final determination of short-term incentive compensation based on the responsibilities of each of the Named Executive Officers. The Compensation/Organization Committee reviewed Company performance on the measurement criteria above relative to our peer groups and determined, in its sole discretion, the actual short-term incentive compensation paid to the Named Executive Officers taking into account the factors described above. Our performance relative to our peer groups is set forth in the *Benchmarking* section and the actual amounts of short-term incentive compensation awarded to the Named Executive Officers for fiscal year 2010 are shown in the column labeled "Bonus" in the Summary Compensation Table.

Unlike in prior years, on August 25, 2010, the Compensation/Organization Committee approved target and maximum short-term incentive levels for each of the Named Executive Officers beginning in fiscal year 2011. These targets provide additional clarity regarding the annual incentive opportunity available to each Named Executive Officer and allow for easier comparison of opportunity amongst our peers. The Compensation/Organization Committee considered the impact of these targets on the total direct compensation position relative to the external market data as well as internal parity among similarly situated executives. The annual incentive opportunity for each of the Named Executive Officers beginning in fiscal year 2011 is as follows:

<b>Named Executive Officer</b>	<b>Annual incentive target as a percent of base salary</b>	<b>Maximum annual incentive as a percent of base salary</b>
President, CEO	175%	350%
EVP, CFO	110%	220%
EVP, Geographies	90%	180%
EVP, Chief Corporate Officer	90%	180%
EVP, Government	90%	180%

*Long-Term Incentive Compensation*

Our long-term incentive compensation program is designed to reward our Named Executive Officers on their achievement in advancing AECOM's long-term performance goals and enhancing stockholder value. Awards are made pursuant to our 2006 Stock Incentive Plan. The Compensation/Organization Committee annually reviews our long-term incentive programs to consider which award vehicles will meet our objectives and create the most efficient long-term incentives taking into account the rate at which we issue equity under our plans, tax impact of awards for the Company, risk/reward profile, total expense, and compensation practices among our peer groups.

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For the 2010 fiscal year, our Compensation/Organization Committee maintained its portfolio approach to long-term incentive compensation and provided awards to our Named Executive Officers that included a combination of performance units under our Performance Earning Program (PEP), time-vested restricted stock units (RSUs) and stock options. Each Named Executive Officer received 50% of his or her long-term incentive compensation in PEP, 25% in RSUs and 25% in stock options. We believe this portfolio approach balances the risk, reward and retention incentive value inherent in each vehicle and aligns our compensation design more closely with our peer companies (listed above).

Under the Performance Earnings Program for fiscal year 2010 ("PEP2010"), we awarded performance units that are earned based on the Company's financial performance and continued employment over a three fiscal year performance period. The Compensation/Organization Committee establishes objective performance criteria for each PEP award period. As with the awards for fiscal years 2008 and 2009, the PEP2010 awards are based on the three-year performance of two corporate objectives: (1) growth in EBITA and (2) return on investment. Growth in EBITA and return on investment are each given a 50 percent weighting in determining overall payout. These objectives are key components of our long-term strategic operating plan. The specific performance goal levels reflect confidential, internal financial targets at the time the awards are established. These goals require a high level of financial performance to be achieved over the three-year period and payouts may range from 0% to 200% of target for PEP2010. As was the case with the awards granted for prior performance periods, the goals for the PEP2010 performance period are challenging but, we believe, achievable. Payouts under the 2008, 2007, 2006 and 2005 programs were 120%, 100%, 100% and 91% of target, respectively.

RSUs convert to an equivalent number of AECOM shares of stock provided that the individual remains employed by the Company approximately three years from the date of grant. Stock options provide each individual with the option to purchase AECOM common stock in the future based on the share price on the option grant date. Stock options vest one-third per year with complete vesting three years from the date of grant and have an exercise price equal to the fair market value (closing stock price) of our common stock on the date the option is granted.

Our CEO provides the Compensation/Organization Committee with a recommended total dollar pool for long-term incentive awards to all Named Executive Officers as well as other key executives, excluding the CEO. In determining the size of the pool, the CEO primarily considered the size of previous pools relative to the growth in our Company earnings and in eligible employees, the accounting expense, the number of shares that would be granted relative to our common shares outstanding and the external competitiveness of individual awards. The Compensation/Organization Committee, which accepted the CEO's pool recommendation for fiscal year 2010, then reviews the compensation consultant's report described above, including the comparable total direct compensation amounts of peer companies and determines the long-term incentive value to be awarded to the Named Executive Officers, including the CEO. We determine the appropriate dollar amount of long-term incentive compensation and then convert that value into a specific number of units or options, as applicable, based on the fair market value of our common stock on the date of grant. With the total reward package in mind, the actual awards granted for fiscal 2010 by the Compensation/Organization Committee to each of the Named Executive Officers considered the compensation consultant's report on long-term incentive awards for comparable positions within the peer group companies described above, as well as the executive's experience, qualitative results, individual contributions, scope of responsibility and retention risk. The awards provided to each Named Executive Officer for fiscal year 2010 can be found in the columns labeled "Stock Awards" and "Option Awards" of the Summary Compensation Table.

The three-year performance period for our Performance Earnings Program for fiscal years 2008 - 2010 ("PEP2008") closed at the end of fiscal year 2010. Given AECOM's achievement of the PEP2008 goals, our Named Executive Officers received payments from PEP2008 at 120% of target award amounts. See the Outstanding Equity Awards at Fiscal Year-End 2010 table for further details.

Table of Contents*Stock Ownership Guidelines*

Our Named Executive Officers are subject to stock ownership guidelines to provide another basis for aligning their interests with those of our stockholders, by ensuring our senior officers maintain a personal equity investment in AECOM. Under the guidelines, our CEO and Chairman must maintain ownership of AECOM stock at the lesser of five times base salary or a specified number of shares and the other Named Executive Officers at the lesser of three times base salary or a specified number of shares. The minimum number of shares guideline is updated annually based on each executive's salary and the 12 month trailing average AECOM stock price. Shares owned directly and indirectly, deferred stock units, unvested PEP units and other restricted stock units and vested stock options and shares are counted toward the guidelines. All share amounts that are pre-tax are reduced in value under the guidelines by forty percent to cover expected tax withholding. Executives have five years to comply with the guidelines. The following table outlines the ownership of our Named Executive Officers as of September 30, 2010.

<b>Named Executive Officer</b>	<b>Guideline Shares</b>	<b>Guideline Salary Multiple</b>	<b>Actual Shares</b>	<b>Actual Salary Multiple</b>
President, CEO	190,186	5.0	671,098	17.6
EVP, CFO	77,025	3.0	227,641	8.9
EVP, Geographies	59,909	3.0	201,257	10.1
EVP, Chief Corporate Officer	57,056	3.0	92,955	4.9
EVP, Government	54,203	3.0	75,326	4.2
Chairman	185,432	5.0	1,395,516	37.6

All of our Named Executive Officers exceed the stock ownership guidelines. Effective April 1, 2010, Mr. Newman became subject to the stock ownership guidelines for non-employee directors, rather than those of a Named Executive Officer. On December 9, 2010, the Board approved increasing the stock ownership guidelines for the CEO from five times salary to six times salary.

*Benefit, Retirement and Perquisite Programs*

*General.* Our Named Executive Officers are eligible to participate in benefit plans that are available to substantially all of our employees, including participation in our retirement plans, medical insurance, dental insurance, life insurance, and disability insurance programs. In addition to the benefit plans available to substantially all of our employees, we offer certain additional benefits to our executive officers and, where applicable, other senior officers. We believe these additional benefits are consistent with our overall compensation philosophy and are designed to ensure that we can effectively retain our executives (including the Named Executive Officers) and compete for new executive talent. These additional benefits consist of the following:

*Executive Life Insurance.* All of the Named Executive Officers except for the Executive Vice President, Geographies, are eligible to participate in the U.S. Executive Life Insurance plan on an annual basis. This plan is in addition to the basic life insurance program which is open to a large majority of AECOM employees. The Executive Life Insurance plan provides up to an additional \$800,000 in coverage.

*Executive Medical Insurance.* Our Named Executive Officers, except for the Executive Vice President, Geographies, the Executive Vice President, Chief Corporate Officer and Executive Vice President, Government, are eligible to participate in the U.S. Executive Medical Insurance plan on an annual basis. This plan is in addition to the basic medical insurance programs that are open to most AECOM employees. The Executive Medical Insurance plan provides up to 100% reimbursement for certain medical expenses up to \$75,000 per calendar year. This plan is frozen to new participants.

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*Executive Allowance.* Our Named Executive Officers, except for the Executive Vice President, Geographies, also receive an executive allowance, ranging from \$20,000 to \$40,000 annually, which may be used in their discretion.

*AECOM Retirement & Savings Plan ("RSP").* Our U.S. employees are allowed to make pre-tax, Roth or after-tax contributions of up to 6% of their compensation to this 401(k) plan, and AECOM makes a matching contribution equal to 50% of the employees' contributions (maximum 3% of compensation). In addition, a supplemental company matching contribution of 10% is provided to employees for all contributions in excess of 6% if the participant chooses to invest their contributions in Company common stock.

*AECOM Deferred Compensation Plan ("DCP").* Prior to its closure on December 14, 2009, the U.S. DCP was a nonqualified deferred compensation plan that enabled highly compensated U.S. employees to defer compensation that they might otherwise have contributed to the tax-qualified RSP. The DCP allowed participants to annually elect to defer pre-tax up to 50% of their base salary and up to 100% of any earned annual incentive award. The Company provided a 10% match on any deferrals into AECOM common stock. The match vested after three years of service with the Company. More information on the DCP is available in the Non-qualified Deferred Compensation for Fiscal Year 2010 table.

In 2009, AECOM decided to close and terminate the DCP. The closure of the DCP was done to create an opportunity for participants to diversify and make liquid their DCP assets, to potentially lower tax expense, to provide greater security for DCP assets and to provide a cash flow benefit to the Company from tax deductions. In accordance with tax code requirements, DCP account balances were distributed to all participants (including all of the Named Executive Officers except for the Executive Vice President, Geographies, who was not a participant) in December 2010.

Under tax rules contained in Internal Revenue Code Section 409A and the regulations thereunder, as a result of the termination and liquidation of the DCP, AECOM was required to terminate and liquidate all other deferred compensation plans (within the meaning of Section 409A) that are deemed to be of the same type as the DCP. As such, certain RSUs and elections to defer RSUs or PEP awards (including certain awards held by our Chairman) were also cancelled and distributed at the same time as DCP proceeds were distributed.

*Accrual Freeze of the AECOM Pension Plan, Management Supplemental Executive Retirement Plan (MSERP), 1992 Supplemental Executive Retirement Plan (92 SERP) and Excess Benefit Plan.* Effective October 9, 2009, AECOM decided to freeze future accruals to the AECOM Pension Plan, MSERP, 92 SERP and Excess Benefit Plan for all plan participants. The costs of funding the plans were significant and disproportionate to the Company relative to the benefits provided. In addition, certain features of the plans, such as the impact of financial markets on plan assets, exposed AECOM to considerable risk and volatility in funding such plans. Since the October 9, 2009 freeze, participants have not accrued any additional benefits under the plans. Additional information is provided below in the Pension Benefits for Fiscal Year 2010 section.

*AECOM Australia Superannuation Plan.* This plan is a defined benefit fund providing a lump sum benefit to members. The defined benefit plan is closed to new members. Of our Named Executive Officers, only our Executive Vice President, Geographies, is an executive defined benefit member in this plan. Additional information is provided below in the Pension Benefits for Fiscal Year 2010 section.

*Other Benefits.* Our Executive Vice President, Geographies, receives additional benefits as part of his international assignment in Dubai, United Arab Emirates. While on assignment in Dubai at the request of the Company, Mr. Robinson receives a cost of living differential, a location allowance to compensate for any hardship or adverse work or living conditions, an automobile allowance to cover transportation costs, a housing allowance, and a travel allowance for family home visits. Additional detail regarding these allowances is provided in the All Other Compensation column of the Summary Compensation Table.

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*Perquisites.* We believe that offering our Named Executive Officers certain limited perquisites, including the Executive Allowance, facilitates the operation of our business, assists in their retention and aids in the recruitment of new executives. We believe the benefits to us of providing these perquisites outweigh their costs. It is our intention to periodically assess our business needs and evolving compensation practices to ensure that our perquisite offerings are competitive and in the best interests of our stockholders.

***Change in Control Provisions, Severance Benefits and Employment Agreements***

Effective March 5, 2009, the Company adopted the AECOM Technology Corporation Change in Control Severance Policy for Key Executives. The policy was created to provide severance benefits to certain key executives and to make certain that those executives would remain focused on stockholder interests in the event of a corporate transaction, including the Named Executive Officers (except for our Chairman, who ceased to be an employee during fiscal year 2010), in connection with a change in control of the Company and an involuntary termination.

The policy provides the following benefits upon termination without cause or for good reason following a change in control:

A lump sum severance payment equal to a multiple (2 for the CEO and Chairman, and 1.5 for the other Named Executive Officers) of the sum of each individual's base salary and average bonus (the average of the bonus paid for the three fiscal years preceding the year of termination);

Continuation of group health benefits for the number of years equal to the severance multiple;

Accelerated vesting of all time vested equity awards, including stock options and RSUs; and

Accelerated vesting of performance based awards such as PEP awards with payment based on performance achievement through the date of the change in control.

The policy does not provide a gross-up for excise or other taxes. Additional details can be found under Payments and Benefits upon Termination or Change in Control.

We also maintain a severance policy for U.S. employees, including each of the Named Executive Officers other than the Executive Vice President, Geographies. The Executive Vice President, Geographies is eligible upon termination for statutory severance under United Arab Emirates laws. U.S. employees may be eligible for severance if their employment is terminated due to lack of work, restructuring or reorganization of a group, a reduction in force with no reasonable offer of an internal transfer, elimination of a job or position, or voluntary acceptance of a Company initiated retirement program. A release agreement must be signed in order to receive severance pay. Employees with a title of Vice President or above are eligible for 12 weeks of base pay regardless of years of service.

We typically do not enter into employment agreements with our executives except in limited circumstances such as to ensure the retention of an executive for a period of time after an acquisition. We do not have any employment agreements in effect with any of our Named Executive Officers, including our CEO. We have an employment letter for our Executive Vice President, Geographies, outlining the conditions of his international assignment, including various allowances (described above in Other Benefits) but the letter does not guarantee continued employment or provide post termination benefits.

Effective March 31, 2010, Mr. Newman retired as our executive Chairman of the Board and transitioned into serving as our non-employee Chairman of the Board. We entered into a consulting agreement with Mr. Newman effective April 1, 2010 through March 31, 2011. The agreement may be extended annually upon mutual agreement. Under the agreement Mr. Newman will serve as a special advisor to the CEO and receive the following compensation:

Annual Consulting Fee of \$1,044,000;

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Eligibility for an incentive fee at the discretion of the CEO and Compensation/Organization Committee; and

Continued coverage or reimbursement for participation in AECOM benefit plans, and other dues, fees and expenses.

Effective April 1, 2010, Mr. Newman became eligible for compensation under our Non-Employee Director Compensation Policy. Additional detail regarding Mr. Newman's compensation as an employee, consultant and non-employee director can be found in the Summary Compensation Table.

***Clawback Provisions***

The Company does not currently have a policy requiring a fixed course of action with respect to compensation adjustments following later restatements of financial results beyond what is required under the Sarbanes-Oxley Act. Under those circumstances, the Compensation/Organization Committee would evaluate whether compensation adjustments are appropriate based upon the facts and circumstances surrounding the restatement. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank"), Companies are required to adopt a policy to recover certain compensation in the event of a material accounting restatement. AECOM will adopt a policy as required by Dodd-Frank when final regulations have been provided by the Securities and Exchange Commission and the New York Stock Exchange.

***Hedging***

The Company's insider trading policy prohibits all directors, executive officers (as defined by Section 16 of the Securities Act of 1934) and certain other employees designated as insiders from engaging in any hedging or monetization transactions, such as zero-cost collars and forward sale contracts, involving Company securities.

***Tax Deductibility of Executive Compensation***

Section 162(m) of the Internal Revenue Code limits a company's federal tax deduction on compensation paid in excess of \$1 million a year to the Chief Executive Officer and the other Named Executive Officers other than the Chief Financial Officer. The IRS' limitation does not apply to compensation that qualifies as "performance-based" under federal tax law. In addition, transition rules exempt certain compensation paid under plans, such as our 2006 Stock Incentive Plan, in existence before our initial public offering. Our policy is to structure, to the extent practicable, compensation arrangements with our executive officers that are fully deductible under federal tax law unless the benefit of such deductibility is outweighed by our corporate objectives.

We will continue to monitor the deductibility of executive compensation pursuant to Section 162(m) and will take appropriate action if and when it is warranted. Since corporate objectives may not always be consistent with the requirements for full deductibility, we are prepared, when appropriate, to enter into compensation arrangements under which payments may not be deductible under Section 162(m). Thus, deductibility will not be the sole factor used in ascertaining appropriate levels or modes of compensation. At the 2011 Annual Meeting, stockholders are being asked to approve the Company's performance goals under the 2006 Plan to ensure that incentives under the 2006 Plan will continue to qualify as performance-based compensation for deductibility under Section 162(m).

During fiscal year 2010 stockholders approved our Executive Incentive Plan to ensure that incentives under the plan, which may be in cash and/or equity incentive awards under our 2006 Stock Incentive Plan, will continue to qualify as performance-based compensation for deductibility under Section 162(m). In addition, the Compensation/Organization Committee elected to cap the 2010 salary increase for Mr. Dionisio in order to maximize deductibility of his compensation.

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*Accounting Standards*

Financial Accounting Standards Board Accounting Standards Codification Topic 718 (which formerly was referred to as SFAS 123R), requires a charge to compensation expense for the fair value of equity compensation awards. Grants of stock options, RSUs, and PEP awards under the Company's 2006 Stock Incentive Plan are accounted for under Codification Topic 718. The Compensation/Organization Committee considers the accounting implications of significant compensation decisions, particularly in connection with decisions that relate to AECOM's long-term incentive awards.

**REPORT OF THE COMPENSATION/ORGANIZATION COMMITTEE OF  
THE BOARD OF DIRECTORS**

The Compensation/Organization Committee has reviewed and discussed with management the Compensation Discussion and Analysis and, based on such review and discussions, recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K and this Proxy Statement.

Respectfully submitted,

H. Frederick Christie, Chairperson  
James H. Fordyce  
S. Malcolm Gillis  
Linda Griego  
William G. Ouchi

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The following tables provide information regarding the compensation awarded to or earned during our Fiscal Year ("FY") ended September 30, 2010 by our principal executive officer ("PEO"), our principal financial officer ("PFO"), the three most highly compensated executive officers other than the PEO and PFO and one former executive officer, our Chairman of the Board, who transitioned to our non-executive Chairman and a consultant to the Company on March 31, 2010.

**Summary Compensation Table for Fiscal Years Ended September 30, 2010, 2009 and 2008**

Name and Principal Position	Year	Salary \$(1)	Bonus \$(2)	Stock Awards \$(3)	Option Awards \$(4)	Change in Pension Value and Non-Equity Incentive		Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
						Plan	Deferred			
John M. Dionisio President, CEO (PEO)	2010	\$ 997,506	\$ 3,000,000	\$ 3,750,019	\$ 1,250,001	\$ 0	\$ 240,382	\$ 151,346(5)	\$ 9,389,254	
	2009	\$ 978,479	\$ 2,500,000	\$ 3,200,012	\$ 800,007	\$ 0	\$ 222,469	\$ 77,766	\$ 7,778,733	
	2008	\$ 956,543	\$ 2,000,000	\$ 3,750,078	\$ 0	\$ 0	\$ 344,007	\$ 99,216	\$ 7,149,844	
Michael S. Burke EVP, CFO (PFO)	2010	\$ 650,021	\$ 1,000,000	\$ 1,500,008	\$ 500,004	\$ 0	\$ 0	\$ 118,229(6)	\$ 3,768,262	
	2009	\$ 561,776	\$ 800,000	\$ 1,360,031	\$ 340,008	\$ 0	\$ 0	\$ 109,487	\$ 3,171,302	
	2008	\$ 522,926	\$ 625,000	\$ 1,774,964	\$ 0	\$ 0	\$ 0	\$ 107,370	\$ 3,030,260	
Nigel C. Robinson EVP, Geographies(7)	2010	\$ 518,771	\$ 550,000	\$ 375,014	\$ 125,001	\$ 0	\$ 362,705(8)	\$ 450,995(9)	\$ 2,382,486	
	2009	\$ 493,250	\$ 500,000	\$ 320,030	\$ 80,008	\$ 0	\$ 0	\$ 348,651	\$ 1,741,939	
Jane A. Chmielinski	2010	\$ 475,010	\$ 600,000	\$ 750,004	\$ 250,002	\$ 0	\$ 0	\$ 59,688(10)	\$ 2,134,704	