

PERINI CORP  
Form 4  
November 19, 2004

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHAW CRAIG W

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

FRAMINGHAM, MA 01701

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/17/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Perini Bldg Co.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/17/2004	11/17/2004	M	25,000	A \$ 5.2875	25,000	D
Common Stock	11/17/2004	11/17/2004	M	14,300	A \$ 4.5	39,300	D
Common Stock	11/17/2004	11/17/2004	S	11,800	D \$ 14.15	27,500	D
Common Stock	11/17/2004	11/17/2004	S	200	D \$ 14.17	27,300	D
Common Stock	11/17/2004	11/17/2004	S	100	D \$ 14.2	27,200	D

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Common Stock	11/17/2004	11/17/2004	S	14,700	D	\$ 14.25	12,500	D
Common Stock	11/17/2004	11/17/2004	S	1,800	D	\$ 14.26	10,700	D
Common Stock	11/17/2004	11/17/2004	S	5,300	D	\$ 14.27	5,400	D
Common Stock	11/17/2004	11/17/2004	S	2,000	D	\$ 14.28	3,400	D
Common Stock	11/17/2004	11/17/2004	S	300	D	\$ 14.29	3,100	D
Common Stock	11/17/2004	11/17/2004	S	500	D	\$ 14.3	2,600	D
Common Stock	11/17/2004	11/17/2004	S	700	D	\$ 14.33	1,900	D
Common Stock	11/17/2004	11/17/2004	S	1,700	D	\$ 14.35	200	D
Common Stock	11/17/2004	11/17/2004	S	200	D	\$ 14.4	0	D
Common Stock	11/18/2004	11/17/2004	M	700	A	\$ 4.5	700	D
Common Stock	11/18/2004	11/17/2004	S	100	D	\$ 14.15	600	D
Common Stock	11/18/2004	11/17/2004	S	600	D	\$ 14.1	0	D

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

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Employee

Stock

Option

(right to buy)

\$ 5.2875

11/17/2004

11/17/2004

M

25,000

12/10/2000<sup>(1)</sup>

12/09/2006

Common Stock

25,0

Employee

Stock

Option

(right to buy)

\$ 4.5

11/17/2004

11/17/2004

M

14,300

03/29/2000<sup>(2)</sup>

05/24/2010

Common Stock

14,3

Employee

Stock

Option

(right to buy)

\$ 4.5

11/18/2004

11/18/2004

M

700

03/29/2000<sup>(2)</sup>

05/24/2010

Common Stock

700

## Reporting Owners

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

## Signatures

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

11/19/2004

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Granted an option to purchase 25,000 shares of Common Stock at an exercise rate of \$5.2875 per share; 50% of such shares vested 12/2000, an additional 50% vested 12/2001.
- (2) Granted an option to purchase 400,000 shares of Common Stock at an exercise rate of \$4.50 per share; 33.33% of such shares vested 3/2000; an additional 33.34% vested on 3/2001 and an additional 33.33% vested on 3/2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.