

TUTOR PERINI Corp  
 Form 4  
 June 02, 2009

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TUTOR RONALD N**

(Last) (First) (Middle)

**C/O PERINI CORP, 73 MT.  
 WAYTE AVE**

(Street)

**FRAMINGHAM, MA 01701**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TUTOR PERINI Corp [TPC]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/28/2009**

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)  
**Chairman & CEO**

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474  
 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am Nu Sha
				Code	V				
Restricted Stock Unit	<u>(1)</u>	05/28/2009	A	150,000		05/28/2010 <sup>(2)</sup>	<u>(2)</u>	Common Stock	15
Restricted Stock Unit	<u>(1)</u>	05/28/2009	A	150,000		05/28/2011 <sup>(3)</sup>	<u>(3)</u>	Common Stock	15
Restricted Stock Unit	<u>(1)</u>	05/28/2009	A	150,000		05/28/2012 <sup>(4)</sup>	<u>(4)</u>	Common Stock	15
Restricted Stock Unit	<u>(1)</u>	05/28/2009	A	150,000		05/28/2013 <sup>(5)</sup>	<u>(5)</u>	Common Stock	15
Restricted Stock Unit	<u>(1)</u>	05/28/2009	A	150,000		05/28/2014 <sup>(6)</sup>	<u>(6)</u>	Common Stock	15
Employee Stock Option (Right to Buy)	\$ 20.33	05/28/2009	A	150,000		05/28/2010 <sup>(7)</sup>	05/28/2019	Common Stock	15
Employee Stock Option (Right to Buy)	\$ 20.33	05/28/2009	A	150,000		05/28/2011 <sup>(8)</sup>	05/28/2019	Common Stock	15
Employee Stock Option (Right to Buy)	\$ 20.33	05/28/2009	A	150,000		05/28/2012 <sup>(9)</sup>	05/28/2019	Common Stock	15
Employee Stock Option (Right to Buy)	\$ 20.33	05/28/2009	A	150,000		05/28/2013 <sup>(10)</sup>	05/28/2019	Common Stock	15
Employee Stock Option (Right to Buy)	\$ 20.33	05/28/2009	A	150,000		05/28/2014 <sup>(11)</sup>	05/28/2019	Common Stock	15

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUTOR RONALD N C/O PERINI CORP 73 MT. WAYTE AVE FRAMINGHAM, MA 01701	X	X	Chairman & CEO	

## Signatures

/s/Steven M. Meilicke, Attorney in fact	06/02/2009
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The restricted stock units convert into common stock of Tutor Perini Corporation (the "Company") on a 1 for 1 basis upon vesting.
  - (2) The restricted stock units vest on May 28, 2010, subject to the achievement of certain performance criteria for the period July 1, 2009 through December 31, 2009.
  - (3) The restricted stock units vest on May 28, 2011, subject to the achievement of certain performance criteria for fiscal year 2010.
  - (4) The restricted stock units vest on May 28, 2012, subject to the achievement of certain performance criteria for fiscal year 2011.
  - (5) The restricted stock units vest on May 28, 2013, subject to the achievement of certain performance criteria for fiscal year 2012.
  - (6) The restricted stock units vest on May 28, 2014, subject to the achievement of certain performance criteria for fiscal year 2013.
  - (7) The stock options become exercisable on May 28, 2010, subject to the achievement of certain performance criteria for the period July 1, 2009 through December 31, 2009.
  - (8) The stock options become exercisable on May 28, 2011, subject to the achievement of certain performance criteria for fiscal year 2010.
  - (9) The stock options become exercisable on May 28, 2012, subject to the achievement of certain performance criteria for fiscal year 2011.
  - (10) The stock options become exercisable on May 28, 2013, subject to the achievement of certain performance criteria for fiscal year 2012.
  - (11) The stock options become exercisable on May 28, 2014, subject to the achievement of certain performance criteria for fiscal year 2013.

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.