

PERINI CORP
Form 4
September 10, 2008

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
PERINI CORP [PCR]

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2008

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 150,000 | D | |
| Common Stock | 09/08/2008 | | A | | 20,572,900 | A | (1) 20,572,900 |
| | | | | | | I | By Ronald N. Tutor Separate Property Trust (2) |
| Common Stock | 09/08/2008 | | A | | 1,533,255 | A | (3) 1,533,255 |
| | | | | | | I | By Ronald N. Tutor Quick |

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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/Susan C. Mellace, Attorney
in fact

09/10/2008

**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) Received in exchange for 805,510 shares of common stock of Tutor-Saliba Corporation held by the Ronald N. Tutor Separate Property Trust pursuant to that certain Agreement and Plan of Merger, dated April 2, 2008, as amended on May 28, 2008, by and among Perini Corporation, a Massachusetts corporation ("Perini"), Trifecta Acquisition LLC, a California limited liability company and wholly owned subsidiary of Perini, Tutor-Saliba Corporation, a California Corporation ("Tutor-Saliba"), Ronald N. Tutor and the shareholders of Tutor-Saliba, in connection with the closing of the merger contemplated thereby on September 8, 2008. On the effective date of the merger, the price of Perini common stock was \$25.52 per share.

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(2) Pursuant to the Agreement and Plan of Merger, dated April 2, 2008, as amended on May 28, 2008, by and among Perini Corporation ("Perini"), Tutor-Saliba Corporation ("Tutor-Saliba") and certain other parties, in connection with the closing of the merger contemplated thereby on September 8, 2008, two trusts controlled by Ronald N. Tutor obtained 22,106,155 shares of Perini common stock. 20,572,900 shares are held in the Ronald N. Tutor Separate Property Trust. Ronald N. Tutor is trustee of the trust. The shares are subject to the terms and conditions of that certain Shareholders Agreement dated April 2, 2008.

(3) Received in exchange for 60,033 shares of common stock of Tutor-Saliba Corporation held by the Ronald N. Tutor 2006 QuickGRAT pursuant to that certain Agreement and Plan of Merger, dated April 2, 2008, as amended on May 28, 2008, by and among Perini Corporation, a Massachusetts corporation ("Perini"), Trifecta Acquisition LLC, a California limited liability company and wholly owned subsidiary of Perini, Tutor-Saliba Corporation, a California Corporation ("Tutor-Saliba"), Ronald N. Tutor and the shareholders of Tutor-Saliba, in connection with the closing of the merger contemplated thereby on September 8, 2008. On the effective date of the merger, the price of Perini common stock was \$25.52 per share.

(4) Pursuant to the Agreement and Plan of Merger, dated April 2, 2008, as amended on May 28, 2008, by and among Perini Corporation ("Perini"), Tutor-Saliba Corporation ("Tutor-Saliba") and certain other parties, in connection with the closing of the merger contemplated thereby on September 8, 2008, two trusts controlled by Ronald N. Tutor obtained 22,106,155 shares of Perini common stock. 1,533,255 shares are held in the Ronald N. Tutor 2006 QuickGRAT. Ronald N. Tutor is trustee of the trust. The shares are subject to the terms and conditions of that certain Shareholders Agreement dated April 2, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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