

PERINI CORP  
Form 4  
May 10, 2006

**FORM 4**

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

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

## OMB APPROVAL

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(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)

05/09/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

President, Perini Building Co.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/09/2006                              |                                                             | M                                    | 10,000                                                                  | A \$ 4.5                                                                                                           | 10,000                                                               | D                                                                 |
| Common<br>Stock                       | 05/09/2006                              |                                                             | S <sup>(1)</sup>                     | 1,000                                                                   | D \$<br>29.81                                                                                                      | 9,000                                                                | D                                                                 |
| Common<br>Stock                       | 05/09/2006                              |                                                             | S <sup>(1)</sup>                     | 200                                                                     | D \$<br>29.64                                                                                                      | 8,800                                                                | D                                                                 |
| Common<br>Stock                       | 05/09/2006                              |                                                             | S <sup>(1)</sup>                     | 800                                                                     | D \$<br>29.61                                                                                                      | 8,000                                                                | D                                                                 |
| Common<br>Stock                       | 05/09/2006                              |                                                             | S <sup>(1)</sup>                     | 300                                                                     | D \$<br>29.79                                                                                                      | 7,700                                                                | D                                                                 |

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|              |            |              |       |   |          |       |   |
|--------------|------------|--------------|-------|---|----------|-------|---|
| Common Stock | 05/09/2006 | <u>S</u> (1) | 200   | D | \$ 29.78 | 7,500 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 500   | D | \$ 29.77 | 7,000 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 200   | D | \$ 29.85 | 6,800 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 200   | D | \$ 29.83 | 6,600 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 600   | D | \$ 29.8  | 6,000 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 100   | D | \$ 29.63 | 5,900 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 900   | D | \$ 29.6  | 5,000 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 1,000 | D | \$ 29.62 | 4,000 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 1,000 | D | \$ 29.12 | 3,000 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 1,000 | D | \$ 28.95 | 2,000 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 1,000 | D | \$ 28.63 | 1,000 | D |
| Common Stock | 05/09/2006 | <u>S</u> (1) | 1,000 | D | \$ 28.17 | 0     | D |

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

Employee

Stock

Option  
(right to  
buy)

\$ 4.5

05/09/2006

M

10,000

03/29/2000 05/24/2010

Common  
Stock

10,000

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                             |
|---------------------------------------------------------|-------------------------------------------|
|                                                         | Director    10% Owner    Officer    Other |
| SHAW CRAIG W<br>73 MT WAYTE AVE<br>FRAMINGHAM, MA 01701 | President, Perini Building Co.            |

## Signatures

/s/Michael E. Ciskey, Attorney  
in fact

05/10/2006

\_\_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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 17, 2004.
- (2) Granted an option to purchase 400,000 shares of Common Stock at an exercise price of \$4.50 per share; 33.33% of such shares vested on 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.

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