

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-09**  
SEC Accession No. [0000777491-13-000002](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

**McLean Margaret B**

CIK: **1490940**

Type: **4** | Act: **34** | File No.: **000-27261** | Film No.: **13522278**

Mailing Address

*9191 SOUTH JAMAICA  
STREET*

*ENGLEWOOD CO 80112*

### ISSUER

**CH2M HILL COMPANIES LTD**

CIK: **777491** | IRS No.: **930549963** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **8711** Engineering services

Mailing Address

*9191 S. JAMAICA STREET  
ENGLEWOOD CO 80112*

Business Address

*9191 S. JAMAICA STREET  
ENGLEWOOD CO 80112  
3037710900*

# FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>McLean Margaret B</b>			2. Issuer Name and Ticker or Trading Symbol <b>CH2M HILL COMPANIES LTD [NONE]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Sr VP, Secretary</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
9191 SOUTH JAMAICA STREET (Street) <b>ENGLEWOOD, CO 80112</b> (City) (State) (Zip)			4. If Amendment, Date Original Filed (Month/Day/Year)					

**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	01/09/2013		M		3,064.169	A	\$ 0	27,986.127 <sup>(1)</sup>	D	
Common Stock	01/09/2013		F		895.164	D	\$54.67	27,090.963	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Units of Interest in Deferred Compensation Trust	<sup>(2)</sup>	01/09/2013		M		3,064.169		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	3,064.169	\$ 0	12,211.54	D	

**Explanation of Responses:**

- This amount includes 3,064.169 shares previously held through the CH2M HILL Deferred Compensation Plan which were distributed to the reporting person on January 9, 2013 and are now owned directly.
- Units of Interest in Deferred Compensation Trust were settled for shares on a one-for-one basis without payment of any cash.
- Units of Interest in Deferred Compensation Trust were paid on January 9, 2013.

**Signatures**

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

\* 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).

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

**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 Number.**