

MCGEE JOSEPH A
Form 4
October 30, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGEE JOSEPH A

(Last) (First) (Middle)

10560 DR. MARTIN LUTHER
KING JR. ST N

(Street)

ST. PETERSBURG, FL 33716-3718

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
JABIL CIRCUIT INC [JBL]

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2006

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 ____ Other (specify
below) below)

SVP, Global Business Units

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 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)
Common Stock ⁽¹⁾	10/26/2006		A	41,186 A	\$ 0 98,849 ⁽²⁾	D	
Common Stock					119,180	I	McGee Revocable Tr

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)
Stock Appreciation Right ⁽³⁾	\$ 29.31	10/26/2006		A	36,128	01/26/2008 10/25/2016	Common Stock 36,128

Reporting Owners

Reporting Owner Name / Address	Relationships
MCGEE JOSEPH A 10560 DR. MARTIN LUTHER KING JR. ST N ST. PETERSBURG, FL 33716-3718	Director 10% Owner Officer SVP, Global Business Units

Signatures

By: Robert L. Paver, Attorney-in-Fact For: Joseph A. McGee

10/30/2006

**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) This represents the grant of a performance-based restricted stock award that has restrictions that lapse at varying rates based on certain performance-based criteria. The award has an "overdrive" feature that provides that if the Compound Annual Growth Rate ("CAGR") of the Company's core EPS for FY07 through FY09 is in excess of a certain specified percentage the reporting person is entitled to additional shares. The number of shares listed in Column 4 of Table 1 represents the maximum of shares that may be issued pursuant to the award if the CAGR maximum target is met.

(2) Column 5 of Table I includes 574 shares and 479 shares acquired on June 30, 2006 and December 31, 2005, respectively, under the 2002 Employee Stock Purchase Plan of Jabil Circuit, Inc.

(3) Stock Appreciation Rights shall vest at the rate of one-twelfth of the initial shares subject to the award one year and three months after the date of grant (which date of grant was 10/26/2006), with an additional one-twelfth of the initial shares subject to the award vesting on the same calendar date of each successive three month period thereafter, with, as a result, all of the initial shares subject to the award vesting by four years from the date of grant; provided that in all instances the reporting person is an employee of, or consultant (as defined in the relevant stock incentive plan) to, the Company or a subsidiary.

(4) \$0.00 has been inserted to satisfy the requirements to submit this form via the EDGAR system.

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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