FLUOR CORP Form 4 October 19, 2009

FORM 4

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

OMB APPROVAL OMB

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MARTINEZ VILMA S Issuer Symbol FLUOR CORP [FLR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify C/O FLUOR CORPORATION, 6700 01/03/2008 below) LAS COLINAS BOULEVARD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **IRVING, TX 75039** (City) (State) (Zip) Table I. Non Danivative Securities Acquired Disposed of an Papaficially Owned

(City)	(State)	Table 1 - 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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V		(A) or	D.	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	01/03/2008		Code V	Amount 2.748 (1) (2)	(D)	Price \$ 72.8895 (2)	15,199.741 (3)	D	
Common Stock	04/02/2008		L	3.372 (1) (2)	A	\$ 74.3535 (2)	15,199.741 (3)	D	
Common Stock	07/02/2008		L	4.476 (1) (2)	A	\$ 96.3785 (2)	15,199.741 (3)	D	
Common Stock	10/02/2008		L	8.744 (1)	A	\$ 51.66 (2)	15,199.741 (3)	D	

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Common Stock	01/05/2009	L	V	9.28 (1)	A	\$ 48.792 (2)	15,199.741 (3)	D
Common Stock	04/02/2009	L	V	12.418 (1)	A	\$ 36.556 (2)	15,199.741 (3)	D
Common Stock	07/02/2009	L	V	13.701 (1)	A	\$ 49.8146 (2)	15,199.741 (3)	D

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

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 control number.

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	8) I	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationships

Reporting Owners

Reporting Owner Name / Address			•		
. 3	Director	10% Owner	Officer	Other	
MARTINEZ VILMA S C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X				
Signatures					
/s/ Eric P. Helm by Power of Attorney	10/19	9/2009			
**Signature of Reporting Person	I	Date			

Reporting Owners 2

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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 shares were acquired through dividend reinvestment.
- (2) The shares and price were adjusted to reflect the company's 2-for-1 stock split in the form of a stock dividend which occurred on July 16, 2008.

The amount of securities beneficially owned represents the Reporting Person's aggregate holdings as of the date hereof (and after giving effect to each of the transactions reported herein). While the transactions reported herein were not previously reported, the amount of securities reflected as beneficially owned in the Reporting Person's most recently filed Form 4 also gives effect to each of the transactions reported herein.

Remarks:

This report is being filed to report the acquisition of shares through dividend reinvestment.

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.