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FLUOR CC Form 4								
June 08, 20	ЛЛ			ND EXCHANGE			PPROVAL	
	OMB Number:	3235-0287						
Check t if no lot subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	rsuant to Sect (a) of the Pub	SECUR tion 16(a) of th olic Utility Hole	BENEFICIAL OV ATTIES e Securities Exchar ding Company Act Company Act of 1	Expires: January 31, 2005 Estimated average burden hours per response 0.5			
(Print or Type	Responses)							
1. Name and Address of Reporting Person <u>*</u> FLUOR PETER J			. Issuer Name and mbol LUOR CORP []	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			Date of Earliest Tr Ionth/Day/Year) 5/07/2007	-	(Check all applicable) Director 10% Owner Officer (give title Other (specify below) below)			
(Street) IRVING, TX 75039			If Amendment, Da ed(Month/Day/Year	-	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table I - Non-D	Derivative Securities A	cquired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Data any (Month/Day/Y	Code	4. Securities hAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesHBeneficially(Owned(5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each class o	of securities benef	information cont required to respo	or indirectly. pond to the collec ained in this form and unless the form atly valid OMB con	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

number.

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(Instr. 3)	Price of Derivative Security	(1	Month/Day/Year)			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					D)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom stock units	<u>(1)</u>	06/07/2007		A		24.9227		(2)	(2)	Common Stock	24.9227 \$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FLUOR PETER J C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Х						
Signatures							
/s/ Eric P. Helm by Power of Attorney	06/08	8/2007					
**Signature of Reporting Person	1	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) Phantom stock issuable on a one-to-one basis.

These phantom units were acquired under the Fluor Corporation Deferred Directors' Fees Program and are to be settled in cash upon the reporting person's termination of service as a director, death or disability in a single lump sum payment or annual installment payments

(2) reporting person's termination of service as a director, death of disability in a single famp sum payment of annual instantient payments over a period of two to twenty years. Units are immediately exercisable because they may be transferred into an alternative investment. However, up to 5 shares would be forfeited upon such transfer prior to January 1, 2012.

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.