FLUOR CORP Form 4 August 19, 2008

## FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

FLUOR CORP [FLR]

Symbol

1(b).

(Print or Type Responses)

OHARE DEAN R

1. Name and Address of Reporting Person \*

(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction	ı					
	R CORPORATIONAS BOULEVA		(Month/I 08/15/2	Day/Year) 2008				_X_ Director Officer (girell) below)		0% Owner Other (specify	
	(Street) 4. If Amend				Ü	al		6. Individual or Joint/Group Filing(Check			
IRVING, T	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	08/17/2008			M	104	A	\$0	17,102 <u>(1)</u>	D		
Common Stock	08/17/2008			D	104	D	\$ 71.36 (2)	16,998	D		
Common Stock								7,596 (3)	I	By The O'Hare Family Limited Partnership	

L.P., II

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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 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)	xecution Date, if TransactionDerivative ny Code Securities Acquired		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Phantom stock units	<u>(4)</u>	08/15/2008		A	367.8531		<u>(5)</u>	(5)	Common Stock	36′
Restricted units (phantom stock units)	(7)	08/17/2008		M		104 (8)	08/17/2008	08/17/2008	Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Namess	Director	10% Owner	Officer	Other		
OHARE DEAN R C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X					

## **Signatures**

/s/ Eric P. Helm by Power of Attorney

ey 08/19/2008

\*\*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) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 8,499 additional shares of stock.
- (2) Price is based on closing price on 8/15/2008.
- (3) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the Limited Partnership's ownership of 3,798 additional shares of stock.

Reporting Owners 2

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- (4) 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 over a period of two to twenty years. Units are immediately exercisable because they may be transferred into an alternative investment. However, up to 73.6 shares would be forfeited upon such transfer prior to January 1, 2013.
- (6) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 14,624 additional phantom stock units.
- (7) Each restricted unit represents a contingent right to receive the cash value of one share of Fluor common stock.
- (8) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 52 additional restricted units.

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.