## Edgar Filing: FLUOR CORP - Form 4

FLUOR CORP Form 4										
October 06, 2010									PPROVAL	
FORM 4	UNITED	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. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(	Estimated burden ho response.	urs per							
(Print or Type Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> FLUOR PETER J			Symbol	er Name <b>an</b> R CORP		or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (l	First) (1	irst) (Middle) 3. Date of Earliest Transaction				ı	(Check all applicable)			
C/O FLUOR CO LAS COLINAS I			(Month/1 10/04/2	Day/Year) 2010			X Director Officer (gi below)		% Owner her (specify	
(Street)				endment, I onth/Day/Ye	-	nal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
IRVING, TX 750	)39						Person		oporting	
(City) (S	State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities	Acquired, Disposed	of, or Beneficia	ally Owned	
	nsaction Date h/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose	d (A) or d of (D) 4 and 5) (A) or	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)	
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	eficially ov	vned directly	or indirectly.			
					Pers infor requ	ons who re mation cou ired to res ays a curre	espond to the collent ntained in this forr pond unless the fo ently valid OMB co	n are not orm	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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom stock units	<u>(1)</u>	10/04/2010		А		458.6438		(2)	(2)	Common Stock	458.6438

## **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	10/00	6/2010					
**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) Each phantom stock unit is the economic equivalent of one share of Fluor common stock.

These phantom units were acquired under the Fluor Corporation 409A Deferred Directors' Fees Program (the "Program") through the crediting of dividends and are to be settled in cash. Distributions will be made, at the election of the reporting person, either (i) in the distribution year specified by the reporting person or (ii) upon the reporting person's termination of service as a director, death or

(2) disability, in a single lump sum payment or annual installment payments over a period of two to ten years or two to twenty years, depending on the year of deferral. The reporting person may transfer the phantom units into an alternative investment at any time. However, unvested units granted as matching contributions under the Program shall be forfeited by the reporting person to the extent attributable to the transferred 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.