

Flowers Garry William  
Form 3  
January 11, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Flowers Garry William		(Month/Day/Year)	FLUOR CORP [FLR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/01/2012		
6700 LAS COLINAS BOULEVARD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
IRVING, TX 75039			(give title below)	(specify below)
(City)	(State)	(Zip)	Group President	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,090	D	^

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee stock option (right to buy)	Â (1)	03/06/2017	Common Stock	1,498	\$ 44.705	D	Â
Employee stock option (right to buy)	Â (2)	03/04/2018	Common Stock	4,536	\$ 68.36	D	Â
Employee stock option (right to buy)	Â (3)	03/02/2019	Common Stock	2,505	\$ 30.46	D	Â
Employee stock option (right to buy)	Â (4)	03/02/2020	Common Stock	9,198	\$ 42.75	D	Â
Employee stock option (right to buy)	Â (5)	02/28/2021	Common Stock	5,640	\$ 70.76	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flowers Garry William 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Â	Â	Â Group President	Â

## Signatures

/s/ Eric P. Helm by Power of Attorney 01/11/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 option vests in five equal annual installments. The first four installments vested on March 6, 2008, March 6, 2009, March 6, 2010 and March 6, 2011 and have been exercised. The final installment vests on March 6, 2012.
- (2) The option vested in three equal annual installments beginning on March 6, 2009 and therefore is currently exercisable.
- (3) The option vests in three equal annual installments. The first two installments vested on March 6, 2010 and March 6, 2011 and have been exercised. The final installment vests on March 6, 2012.
- (4) The option vests in three equal annual installments. The first installment vested on March 2, 2011 and has been exercised, and the final installments vest on March 2, 2012 and March 2, 2013.
- (5) The option vests in three equal annual installments beginning on February 28, 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.