

Landry Mark A
Form 4
May 31, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Landry Mark A

2. Issuer Name and Ticker or Trading Symbol
FLUOR CORP [FLR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/05/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr Vice Pres, Human Resources

C/O FLUOR CORPORATION, 6700
LAS COLINAS BLVD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

IRVING, TX 75039

(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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount		
			Code	V	Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Underlying Securities (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
Dividend Equivalent Rights	<u>(1)</u>	03/06/2018	M		79		03/06/2018	<u>(1)</u>	Common Stock	79
Dividend Equivalent Rights	<u>(1)</u>	07/05/2016	A		5.755		03/06/2018	<u>(1)</u>	Common Stock	5.755
Dividend Equivalent Rights	<u>(1)</u>	10/04/2016	A		5.82		03/06/2018	<u>(1)</u>	Common Stock	5.82
Dividend Equivalent Rights	<u>(1)</u>	01/04/2017	A		5.702		03/06/2018	<u>(1)</u>	Common Stock	5.702
Dividend Equivalent Rights	<u>(1)</u>	04/04/2017	A		5.497		03/06/2018	<u>(1)</u>	Common Stock	5.497
Dividend Equivalent Rights	<u>(1)</u>	07/05/2017	A		6.74		03/06/2018	<u>(1)</u>	Common Stock	6.74
Dividend Equivalent Rights	<u>(1)</u>	10/03/2017	A		8.043		03/06/2018	<u>(1)</u>	Common Stock	8.043
Dividend Equivalent Rights	<u>(1)</u>	01/03/2018	A		6.348		03/06/2018	<u>(1)</u>	Common Stock	6.348
Dividend Equivalent Rights	<u>(1)</u>	03/06/2018	A		5.584		03/06/2018	<u>(1)</u>	Common Stock	5.584

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Landry Mark A C/O FLUOR CORPORATION 6700 LAS COLINAS BLVD IRVING, TX 75039			Sr Vice Pres, Human Resources	

Signatures

/s/ Eric P. Helm by Power of
Attorney

05/31/2018

__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).

The dividend equivalent rights accrued in respect of performance rights (for which the performance rating was determined on February 3, (1) 2016) when and as quarterly dividends were paid on Fluor common stock. Each dividend equivalent right represents a contingent right to receive one share of Fluor common stock.

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.