FLUOR CORP
Form 4
November 07, 2013

FORM 4

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

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

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

OMB APPROVAL
OMB Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Oosterveer Peter W.B.

(Last) (First) (Middle)

6700 LAS COLINAS BOULEVARD

(Street)

IRVING, TX 75039

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Group President

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

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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/05/2013		M		27,594	A	$ 42.75	63,301.0922	D	
Common Stock	11/05/2013		M		9,010	A	$ 70.76	72,311.0922	D	
Common Stock	11/05/2013		M		6,119	A	$ 62.5	78,430.0922	D	
Common Stock	11/05/2013		S		42,723	D	$ 75.8922 (1)	35,707.0922	D	
Common Stock	11/05/2013		M		1,208	A	$ 42.105	36,915.0922	D	

Common Stock	11/05/2013		D	1,208	D	$ 75.8922	35,707.0922	D
Common Stock	11/05/2013		S	2,000	D	$ 75.4646 (2)	33,707.0922	D

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

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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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 42.75	11/05/2013		M			27,594	(3)	03/02/2020	Common Stock	27,59
Employee Stock Option (Right to Buy)	$ 70.76	11/05/2013		M			9,010	(4)	02/28/2021	Common Sock	9,01
Employee Stock Option (Right to Buy)	$ 62.5	11/05/2013		M			6,119	(5)	02/27/2022	Common Stock	6,11
Stock Appreciation Rights	$ 42.105	11/05/2013		M			1,208	(6)	02/05/2016	Common Stock	1,20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Oosterveer Peter W.B.
6700 LAS COLINAS BOULEVARD
IRVING, TX 75039

Group President

Signatures

/s/ Eric P. Helm by Power of Attorney	11/07/2013
**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) The transaction was executed in multiple trades at prices ranging from $75.40 to $76.28. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The transaction was executed in multiple trades at prices ranging from $75.46 to $75.48. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) These options vested in three annual installments beginning 3/6/2011.

(4) These options began vesting in three annual installments on 3/6/2012.

(5) These options began vesting in three annual installments on 3/6/2013.

(6) This grant vested in five annual installments beginning 2/9/2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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