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FLUOR COR	2P											
Form 4 July 06, 2006												
FORM A									OMB APPROVAL			
Washington, D.C. 20549								Number:	3235-0287			
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti	Filed pur	ection 1 Public U	SECUI 16(a) of th Itility Hol	RITIES ne Securit ding Con	WNERSHIP OF nge Act of 1934, of 1935 or Secti	Estimated burden hou response	urs per					
<i>See</i> Instru 1(b).		30(h) o	of the Iı	nvestment	: Compan	y Act of 1	940					
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u>*</u> FLUOR PETER J			2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR]			5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Che	(Check all applicable)				
C/O FLUOR LAS COLIN	DN, 6700	(Month/Day/Year) 07/03/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)						
Fi				4. If Amendment, Date Original Filed(Month/Day/Year)			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	\$ 75039						Person	More than one R	oporting			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	Illy Owned			
	2. Transaction Date Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or 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)			
				Code V		(D) Price	. ,					
Reminder: Repo	ort on a separate line	e tor each cla	iss of sec	urities bene	Perso inform requir	ns who res nation cont ed to respo	or indirectly. spond to the collecained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

number.

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	ĺ	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>	07/03/2006		А		171.6753		(2)	(2)	Common Stock	171.6753

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/ Lawrence N. Fisher by Power of Attorney	07/06/2006					
<u>**</u> 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).

into an alternative investment. However, up to 5.8 shares would be forfeited upon such transfer prior to January 1, 2011.

(1) Phantom stock issuable on a one-to-one basis.

(2) These phantom units were acquired under the Fluor Corporation Deferred Directors' Fees program through the crediting of dividends 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

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.