OHARE DEAN R Form 4

January 04, 2007

# FORM 4

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

**SECURITIES** 

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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** Number:

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response... 0.5

**OMB APPROVAL** 

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

OHARE DEAN R

2. Issuer Name and Ticker or Trading

Symbol

FLUOR CORP [FLR]

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/02/2007

C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

below)

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

(City) (State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

Code V Amount (D) Price

(A) Transaction(s) or (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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#### Edgar Filing: OHARE DEAN R - Form 4

(Instr. 3)	. 3) Price of Derivative Security		(Month/Day/Year)	(Instr. 8	, (	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom stock units	(1)	01/02/2007		A		33.0236		(2)	(2)	Common stock	33.0236	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
coporting of the random random	Director	10% Owner	Officer	Other			
OHARE DEAN R C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X						

### **Signatures**

/s/ Eric P. Helm by Power of Attorney

01/02/2007

\*\*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) Phantom stock issuable on a one-to-one basis.
- 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 into an alternative investment. However, up to 3.6 shares would be forfeited upon such transfer prior to January 1, 2012.
- (3) The dividend was payable on 1/2/07, which was a holiday. For that reason, the deferred fees were credited based on the closing price on 1/3/07, the first business day after the holiday.

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.

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