

Seaton David Thomas
 Form 4
 August 25, 2009

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 *
 Seaton David Thomas

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)

C/O FLUOR CORPORATION, 6700
 LAS COLINAS BOULEVARD

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/21/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Group President

(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 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	08/21/2009		M		1,386 A \$ 42.105	16,909	D
Common Stock	08/21/2009		M		3,488 A \$ 44.705	20,397	D
Common Stock	08/21/2009		S		4,874 D \$ 55.4	15,523	D
Common Stock	08/21/2009		S		2,720 D \$ 55.7	12,803	D
Common Stock	08/21/2009		S		810 D \$ 55.7	0	I Self as custodian for

children

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

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(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 (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 (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)	8. Amount or Number of Shares
						Date Exercisable	Expiration Date		
Employee stock option (right to buy)	\$ 42.105	08/21/2009		M	1,386 <u>(1)</u>	<u>(2)</u>	02/05/2016	Common Stock	1,386 <u>(1)</u>
Employee stock option (right to buy)	\$ 44.705	08/21/2009		M	3,488 <u>(1)</u>	<u>(3)</u>	03/06/2017	Common Stock	3,488 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seaton David Thomas C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039			Senior Group President	

Signatures

/s/ Eric P. Helm by Power of Attorney
08/25/2009

__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 number of shares was adjusted to reflect the company's 2-for-1 stock split in the form of a stock dividend which occurred on 7/16/08.
- (2) The option vests in five equal annual installments beginning on 2/5/07.
- (3) The option vests in five equal annual installments beginning on 3/6/2008.

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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