

SMALLEY GARY G.
Form 4
March 09, 2011

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 *
SMALLEY GARY G.

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)
03/08/2011

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

Vice President and Controller

(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	Price		
Common Stock	03/08/2011		M		302	\$ 42.105	9,680	D
Common Stock	03/08/2011		M		750	\$ 44.705	10,430	D
Common Stock	03/08/2011		M		1,879	\$ 30.46	12,309	D
Common Stock	03/08/2011		M		1,725	\$ 42.75	14,034	D
Common Stock	03/08/2011		S		4,656	\$ 69.7888	9,378	D

(1)

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Common Stock 2,020.8699 (2) I By 401(k) Plan

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 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)	8. Amount or Number of Shares
Employee stock option (right to buy)	\$ 42.105	03/08/2011		M	302	<u>(3)</u> 02/05/2016	Common Stock	302
Employee stock option (right to buy)	\$ 44.705	03/08/2011		M	750	<u>(4)</u> 03/06/2017	Common Stock	750
Employee stock option (right to buy)	\$ 30.46	03/08/2011		M	1,879	<u>(5)</u> 03/06/2019	Common Stock	1,879
Employee stock option (right to buy)	\$ 42.75	03/08/2011		M	1,725	<u>(6)</u> 03/02/2020	Common Stock	1,725

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMALLEY GARY G. C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039			Vice President and Controller	

Signatures

/s/ Eric P. Helm by Power of Attorney

03/09/2011

__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 transaction was executed in multiple trades at prices ranging from \$69.77 to \$69.823. The price reported above reflects the weighted average sale price. The reporting person hereby 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.
- (1) average sale price. The reporting person hereby 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) Holdings are based on the most recent statement, which is dated 12/31/10.
 - (3) The option vests in five equal annual installments beginning on 2/5/07.
 - (4) The option vests in five equal annual installments beginning on 3/6/08.
 - (5) The option vests in three equal annual installments beginning on 3/6/10.
 - (6) The option vests in three equal annual installments beginning on 3/6/11.

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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