## Edgar Filing: FLUOR CORP - Form 4

FLUOR CORI	P.									
July 05, 2013	_									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								N.T.	PPROVAL	
		SIAIES		shington				N OMB Number:	3235-0287	
Check this if no longer									January 31, 2005	
subject to	subject to Section 16. Form 4 or							Estimated burden hou response	average urs per	
obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(	a) of the H	Public U	Jtility Hol	ding Co		nge Act of 1934 of 1935 or Secti 940			
(Print or Type Re	sponses)									
1. Name and Address of Reporting Person <u>*</u> FLUOR PETER J			2. Issuer Name <b>and</b> Ticker or Trading Symbol FLUOR CORP [FLR]			5. Relationship of Reporting Person(s) to Issuer				
				. Date of Earliest Transaction			(Check all applicable)			
C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			(Month/Day/Year) 07/02/2013			X_ Director 10% Owner Officer (give title Other (specify below) below)				
				Filed(Month/Day/Year) Applicable Line _X_Form filed			Joint/Group Filing(Check / One Reporting Person More than One Reporting			
(City)		(Zip)								
		-		ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	Transaction Date Aonth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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)	
Reminder: Repor	t on a separate line	for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					Perso inforr requi	ons who res nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

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

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

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	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	07/02/2013		А	537.4067		(2)	(2)	Common Stock	537.4067

## **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/ Eric P. Helm by Power of Attorney	07/03	3/2013					
**Signature of Reporting Person	1	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) Each phantom stock unit is the economic equivalent of one share of Fluor common stock.

These phantom units were acquired under the Fluor Corporation 409A Deferred Directors' Fees program (the "Program") through the crediting of dividends and are to be settled in cash. Distributions will be made, at the election of the reporting person, either (i) in the distribution year specified by the reporting person or (ii) upon the reporting person's termination of service as a director, death or

(2) distribution year specified by the reporting person of (ii) upon the reporting person's termination of service as a director, death of disability, in a single lump sum payment or annual installment payments over a period of two to ten years. The reporting person may transer the phantom units into an alternative investment at any time. However, unvested units granted as matching contributions under the Program shall be forfeited by the reporting person to the extent attributable to the transferred units.

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.