## Edgar Filing: FLUOR CORP - Form 4

FLUOR COR Form 4	Р									
August 13, 20	)13									
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed pur S. Filed pur S. Section 17(	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								
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> BARKER PETER K			2. Issuer Name <b>and</b> Ticker or Trading Symbol FLUOR CORP [FLR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (	(First) (Middle) 3. Date of Earliest Transaction				· · · ·				
6700 LAS COLINAS BOULEVARD			08/09/2013			X Director Officer (giv below)	Officer (give title Other (specify			
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			1	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
IRVING, TX	75039						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4 Amount	(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: Repo	rt on a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.			
					inforn requir	nation con ed to resp ys a curre	spond to the colle tained 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)

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	Disposed	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>	08/09/2013		А	435.738	1	(2)	(2)	Common Stock	435.7381

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BARKER PETER K 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Х						
Signatures							
/s/ Eric P. Helm by Power of Attorney	08/13	3/2013					

\*\*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) 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") 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

(2) reporting person or (ii) 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 ten years. The reporting person may transfer the phantom units into an alternative investment at any time.

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.