## Edgar Filing: FLUOR CORP - Form 4

FLUOR COR Form 4	ΩP.									
August 13, 20										
FORM	4 UNITED	STATES 9	SECUI	RITIES	AND EX	CHANG	E COMMISSIO	N.T.	PPROVAL	
		STATES		shington				N OMB Number:	3235-0287	
Check this if no longe				Expires:	January 31, 2005					
subject to Section 16 Form 4 or Form 5		NGES IN SECUI	Estimated burden hoi response	average urs per						
obligation may contin <i>See</i> Instruct 1(b).	s Section 17(	a) of the P	ublic U	tility Ho	lding Co		ange Act of 1934, t of 1935 or Secti 1940			
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> FLUOR PETER J			Symbol	er Name <b>an</b> R CORP		r Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction				(Check all applicable)			
	CORPORATIO	DN, 6700	(Month/I 08/09/2	Day/Year) 2013			X Director Officer (giv below)		% Owner ner (specify	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<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	3 75039						Person	wore than one R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Securities	Acquired, Disposed	of, or Beneficia	ally Owned	
	2. Transaction Date Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) or d of (D) 4 and 5) (A) or	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	ort on a separate line	e for each clas	ss of sec	urities bene	ficially ov	vned directly	or indirectly.			
Ţ					Perse infor requi	ons who re mation con red to resp ays a curre	espond to the collect trained in this form bond unless the fo ently 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	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	08/09/2013		А		606.2443		(2)	(2)	Common Stock	606.2443

## **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	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.