FLUOR CORP Form 4 January 22, 2014

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

Stock

Common

(Print or Type Responses)

1. Name and A Dunning Da	erson * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer						
		FLUOR CORP [FLR]					(Check all applicable)					
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction									
	(Month/D	(Month/Day/Year)						Owner				
6700 LAS C	01/21/20	01/21/2014				_X_ Officer (giv		er (specify				
BOULEVA						below) below) Group President						
								Group i resident				
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check						
		Filed(Mon	Filed(Month/Day/Year)					Applicable Line)				
							X Form filed by					
IRVING, T						Form filed by More than One Reporting Person						
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	on Date, if TransactionAcquired (A) or				Securities	Form: Direct	Indirect			
(Instr. 3) any		•	Code		d of (D)	Beneficially	(D) or	Beneficial			
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		5)	Owned	` '	Ownership					
							Following	(Instr. 4)	(Instr. 4)			
					(A)		Reported					
					or		Transaction(s) (Instr. 3 and 4)					
			Code V	Amount	(D)	Price	(msu. 5 and 4)					
Common	01/21/2014		S(1)	3,418	D	\$ 83	25,835.2859	D				

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

6,650.346 (2)

By 401(K)

Plan

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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.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	xpiration Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title No	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Dunning David R 6700 LAS COLINAS BOULEVARD **IRVING, TX 75039**

Group President

Signatures

/s/ Eric P. Helm by Power of Attorney

01/21/2014

**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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (2) Holdings are based on the most recent statement which is dated 12/31/2013.

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.

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