#### FLUOR CORP

Form 4

February 07, 2014

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

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).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * DOBBS STEPHEN B |                     |            | Symbol  |                  | Ticker or Trading                               | 5. Relationship of Reporting Person(s) to Issuer |                         |            |  |  |
|---|---------------------|------------|---|------------------|---|--|-------------------------|------------|--|--|
| (Last)  | (First) (1          | Middle)    | FLUOR CORP [FLR]  3. Date of Earliest Transaction |                  |   | (Check all applicable)                           |                         |            |  |  |
| C/O FLUOI   | R CORPORATIO        | ON, 6700   | (Month/D<br>02/05/20                              | ay/Year)         | ansacuon  | DirectorX Officer (good below)                   | give title Other below) |            |  |  |
| LAS COLIN   | NAS BOULEVA         | RD         |   |                  |   | · · · · · · · · · · · · · · · · · · ·            | ior Group Preside       | nt         |  |  |
| (Street)  |                     |            | 4. If Ame   | ndment, Da       | te Original                                     | 6. Individual or Joint/Group Filing(Check        |                         |            |  |  |
|   |                     |            | Filed(Mor   | nth/Day/Year     | )   | Applicable Line _X_ Form filed                   | oy One Reporting Pe     | erson      |  |  |
| IRVING, TX 75039  |                     |            |   |                  |   | Form filed by More than One Reporting Person     |                         |            |  |  |
| (City)  | (State)             | (Zip)      | Tabl  | e I - Non-D      | Perivative Securities Acq                       | quired, Disposed                                 | l of, or Beneficial     | ly Owned   |  |  |
| 1.Title of  | 2. Transaction Date | e 2A. Deer | med   | 3.               | 4. Securities Acquired                          | 5. Amount of                                     | 6. Ownership            | 7. Nature  |  |  |
| Security (Instr. 3)                                       | (Month/Day/Year)    | any        |   | Transaction Code | on(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | Securities Beneficially                          | Form: Direct (D) or     | Beneficial |  |  |

| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio         | 4. Securi |           | •           | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
|------------------------|--------------------------------------|-------------------------------|--------------------------|-----------|-----------|-------------|-------------------------|---------------------------|-----------------------|
| (Instr. 3)             |                                      | any                           | Code (Instr. 3, 4 and 5) |           |           |             | Beneficially            | (D) or                    | Beneficial            |
|                        |                                      | (Month/Day/Year)              | (Instr. 8)               |           |           |             | Owned                   | Indirect (I)              | Ownership             |
|                        |                                      |                               |                          |           |           |             | Following               | (Instr. 4)                | (Instr. 4)            |
|                        |                                      |                               |                          |           | (4)       |             | Reported                |                           |                       |
|                        |                                      |                               |                          |           | (A)       |             | Transaction(s)          |                           |                       |
|                        |                                      |                               | Code V                   | Amount    | or<br>(D) | Price       | (Instr. 3 and 4)        |                           |                       |
| Common<br>Stock        | 02/05/2014                           |                               | F(1)                     | 623       | D         | \$<br>74.86 | 74,138                  | 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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: FLUOR CORP - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. Number of orDerivative 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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|---------------------------------------|---|-----|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                | (A) (   | (D) | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Performance<br>Rights                               | <u>(2)</u>  | 02/05/2014                              |   | A                                     | 10,129  |     | <u>(3)</u>   | (3)                | Common<br>Stock   | 10,129                              |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DOBBS STEPHEN B C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039

Senior Group President

## **Signatures**

/s/ Eric P. Helm by Power of Attorney

02/07/2014 Date

\*\*Signature of Reporting Person

# **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).

Pursuant to the Issuer's 2003 Executive Performance Incentive Plan and the terms of the related award agreement, each time shares of restricted stock vest, a portion of the shares are automatically withheld by the Issuer to satisfy the resulting tax withholding obligation. In

- (1) connection with the vesting of 2,200 shares of restricted stock held by the Reporting Person on 02/05/2014, the Issuer has withheld 623 shares of common stock to satisfy the resulting tax withholding obligation. The withholding of these shares occurred automatically upon the vesting of the restricted stock, and as such, no investment decision was made by the Reporting Person in connection with this transfer.
- (2) Each performance right represents a contingent right to receive one share (or the cash value of one share) of Fluor common stock.
- (3) These performance rights vest on March 5, 2016.

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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