## Edgar Filing: FLUOR CORP - Form 4

FLUOR CO. Form 4	RP							
February 11,	, 2014							
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							PPROVAL	
	UNITED		Washington, D		OMB Number:	3235-0287 January 31,		
Check th if no long	7.0 <b>r</b>							
subject to Section 1 Form 4 o	or STATEN		ANGES IN BE SECURIT	Estimated average burden hours per response 0				
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns tinue. Section 17(	a) of the Publ	c Utility Holdin	Securities Exchar g Company Act ompany Act of 19	of 1935 or Sectio	n		
(Print or Type I	Responses)							
1. Name and Address of Reporting Person <u>*</u> FLUOR PETER J			ssuer Name <b>and</b> Ti bol JOR CORP [FL		5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (		ate of Earliest Trans	-	(Check all applicable)			
C/O FLUO	R CORPORATIONAS BOULEVA	(Mo 02/	nth/Day/Year) 07/2014	saction	X Director Officer (give below)		6 Owner er (specify	
(Street)			Amendment, Date ( (Month/Day/Year)	Original	<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, T	X 75039				Person	fore than One Ro	eporung	
(City)	(State)	(Zip)	Table I - Non-Deri	ivative Securities A	cquired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	if TransactionAc Code Di	sposed of (D) (A) (A) or	SecuritiesFBeneficially(Owned(	Form: Direct D) or Indirect I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Damindar: D	out on a accord 1'	for each star			n in dimostly.			
keminder: Kep	oort on a separate line	tor each class of		Persons who res information conta required to respo	pond to the collec ained in this form and unless the form atly valid OMB con	are not n	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>	02/07/2014		А		518.0676		(2)	(2)	Common Stock	518.0676

## **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	02/1	1/2014					
**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") 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. 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.