FLUOR CORP Form 4 October 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

OHARE DEAN R

IRVING, TX 75039

(City)

1.Title of

Security

(Instr. 3)

(Last)

Symbol

FLUOR CORP [FLR]

C/O FLUOR CORPORATION, 6700

(First)

2. Transaction Date 2A. Deemed

(Middle)

(Zip)

LAS COLINAS BOULEVARD

(Street)

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year) 10/02/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

Execution Date, if Code (Month/Day/Year)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

4. Securities

Code V Amount (D) Price

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following

(Instr. 4)

(Instr. 4)

SEC 1474

(9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of

Reported

Transaction(s)

(Instr. 3 and 4)

information contained in this form are not 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)

3. Transaction Date 3A. Deemed 7. Title and Amount of 1. Title of 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **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)	ny/Year) (Instr. 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	(1)	10/02/2014		A		135.0834		(2)	(2)	Common Stock	135.0834

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner France / Francess	Director	10% Owner	Officer	Other		
OHARE DEAN R C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X					

Signatures

/s/ Eric P. Helm by Power of Attorney

10/06/2014

**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) 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") through the crediting of dividends 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 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.

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