FLUOR CORP Form 4 July 07, 2008

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * ADESIDA ILESANMI

(First) (Middle)

6700 LAS COLINAS **BOULEVARD**

(Last)

Security

(Instr. 3)

Security

(Street)

2. Issuer Name and Ticker or Trading

Symbol

FLUOR CORP [FLR]

3. Date of Earliest Transaction (Month/Day/Year)

07/02/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

IRVING, TX 75039

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

or Exercise

(Month/Day/Year)

3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code

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

any

Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5) (A)

or Code V Amount (D) Price

5. Amount of Securities Beneficially

Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

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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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if

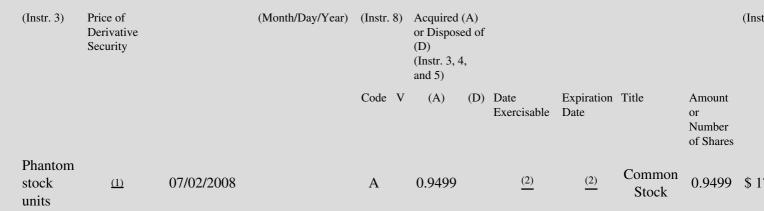
5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri Secu

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ADESIDA ILESANMI
6700 LAS COLINAS BOULEVARD X
IRVING, TX 75039

Signatures

/s/ Eric P. Helm by Power of Attorney

07/07/2008

**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) Phantom stock issuable on a one-to-one basis.
- These phantom units were acquired under the Fluor Corporation Deferred Directors' Fees program through the crediting of dividends and are to be settled in cash 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 twenty years. Units are immediately exercisable because they may be transferred into an alternative investment. However, up to .2 shares would be forfeited upon such transfer prior to January 1, 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.

Reporting Owners 2