## Edgar Filing: FLUOR CORP - Form 4

ELLIOD CODD

FLUOR CO								
July 07, 200						OMB A	PPROVAL	
FORM	OMB Number:	3235-0287						
Check th if no long	ter.	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						
subject to Section 1 Form 4 c	5 SIAIEN l6. or							
Form 5 obligatio may cont <i>See</i> Instr 1(b).	ns Section 17(	a) of the Pul	blic Utility Hol	he Securities Excha Iding Company Act t Company Act of 1	of 1935 or Sectio	n		
(Print or Type ]	Responses)							
1. Name and Address of Reporting Person <u>*</u> HACKETT JAMES T			ymbol	<b>d</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			LUOR CORP		(Check all applicable)			
(Last) (First) (Middle) C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			Date of Earliest T Aonth/Day/Year) 7/02/2008	ransaction	X_ Director10% Owner Officer (give titleOther (specify below) below)			
	(Street)		If Amendment, D iled(Month/Day/Yea	-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
IRVING, T	X 75039				Form filed by M Person	More than One R	eporting	
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities A	cquired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/Y	Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	SecuritiesHBeneficially()Owned()Following()Reported()Transaction(s)()	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount (D) Price	(Instr. 3 and 4)			
Reminder: Rep	oort on a separate line	for each class	of securities bene	information cont required to resp	or indirectly. spond to the collect ained in this form ond unless the form ntly valid OMB con	are not m	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	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	lonth/Day/Year) (Instr.		Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				D)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom stock units	<u>(1)</u>	07/02/2008		A		11.0449		(2)	(2)	Common Stock	11.0449 \$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HACKETT JAMES T C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Х						
Signatures							
/s/ Eric P. Helm by Power of Attorney	07/01	7/2008					
**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.

(2) 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 3.5 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.