FLUOR CORP Form 4 August 19, 2008

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * PRUEHER JOSEPH W			Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)		Earliest Tr	ansaction	`	**	ŕ
			(Month/D	ay/Year)		_X_ Director		
C/O FLUOR CORPORATION, 6700			08/15/20	800			titleOthe	er (specify
LAS COLIN	AS BOULEV	ARD				below)	below)	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
			Filed(Mon	th/Day/Year)	Applicable Line) _X_ Form filed by C	One Reporting Per	rson
IRVING, TX	X 75039					Form filed by M Person	ore than One Rep	porting
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	uired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security	2. Transaction D (Month/Day/Yea			3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct	
	(,	,		() · · · · · · · · · · · · · · · · · ·			

1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transactio	` ′	ispose	d of (D)	5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	3)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/17/2008		M	104	A	\$ 0	8,464.8294 (1)	D	
Common Stock	08/17/2008		D	104	D	\$ 71.36 (2)	8,360.8294	D	

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

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SEC 1474

(9-02)

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquire (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Da ed (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	An Nu Sha	
Phantom stock units	(3)	08/15/2008		A	394.1284	<u>(4)</u>	<u>(4)</u>	Common Stock	39	
Restricted units (phantom stock units)	<u>(6)</u>	08/17/2008		M	10 <u>(7</u>	110/11////////	08/17/2008	Common Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PRUEHER JOSEPH W C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X					

Signatures

/s/ Eric P. Helm by Power of Attorney

08/19/2008

**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) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 4180.4 additional shares of stock.
- (2) Price is based on closing price on 8/15/2008.
- (3) Phantom stock issuable on a one-to-one basis.
- These phantom units were acquired under the Fluor Corporation Deferred Directors' Fees Program 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 78.8 shares would be forfeited upon such transfer prior to January 1, 2013.
- (5) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 2,363 additional phantom stock units.
- (6) Each restricted unit represents a contingent right to receive the cash value of one share of Fluor common stock.

Reporting Owners 2

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(7) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 52 additional restricted 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.