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FLUOR COR Form 4	Р									
February 18, 2	2009									
FORM	4								PPROVAL	
	STATES		RITIES A shington	N OMB Number:	3235-0287					
Check this if no longe subject to Section 16 Form 4 or	F CHAN	IGES IN SECUI	Expires: Estimated burden hou response.	urs per						
obligations may contin	Form 5 obligations may continue.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 Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> FLUOR PETER J			2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)							(Check all applicable)			
C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 02/13/2009				Officer (give title 0% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
IRVING, TX	75039						Person	More than One R	eporung	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Repor	rt on a separate line	for each cla	uss of sec	urities bene	ficially ow					
					Perso inforr requi	ons who res nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	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	Dis	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>	02/13/2009		А	96	6.8015		(2)	(2)	Common Stock	966.8015

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	02/18	8/2009					
**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 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

(2) reporting person's termination of service as a director, death of disability in a single famp sum payment of annual instantient 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 193.4 shares would be forfeited upon such transfer prior to January 1, 2014.

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.