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| KRESA KE Form 4 | | | | | | | |
|--|--|---|--|--|--|--------------------------|--|
| February 18 | ЛЛ | | | | OMB A | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | 3235-0287 | |
| Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b). | nger to 16. or Filed pur ons stinue. | AENT OF CH rsuant to Secti (a) of the Publ 30(h) of th | January 31, 2005 Estimated average burden hours per response 0.5 | | | | |
| (Print or Type | Responses) | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> KRESA KENT | | | Issuer Name and Ticker or Trading ubol UOR CORP [FLR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (First) (Middle) C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD | | | ate of Earliest Transaction nth/Day/Year) 13/2009 | XDirector10% Owner Officer (give titleOther (specify below) below) | | | |
| (Street) IRVING, TX 75039 | | | ⁷ Amendment, Date Original d(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 | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities A | Person Acquired, Disposed of, | or Beneficial | llv Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date any (Month/Day/Ye | 3.4. Securities, ifTransactionAcquired (A) or CodeCodeDisposed of (D) | 5. Amount of 6. Securities For Beneficially (E Owned (E) Following (In Reported Transaction(s) (Instr. 3 and 4) | Ownership orm: Direct)) or Indirect | 7. Nature of Indirect | |
| Reminder: Re | port on a separate line | e for each class o | information con required to resp | or indirectly. spond to the collect tained in this form a ond unless the form ntly valid OMB cont | ire not | EC 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) | Acquired (A) Disposed of ((Instr. 3, 4, an 5) | (D) | | | | |
|---------------------------|------------------------------------|------------|------------------|---------|----|---|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom stock units | <u>(1)</u> | 02/13/2009 | | A | | 780.8782 | | (2) | (2) | Common Stock | 780.8782 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| KRESA KENT 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 156.2 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.