## Edgar Filing: KRESA KENT - Form 4

KRESA KE Form 4	NT										
February 17	, 2010										
FORM	14								PPROVAL		
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287		
Check th if no long	ger								January 31,		
subject to Section 1 Form 4 c	IENT OF		SECUI	Estimated burden hou response	urs per						
obligatio may cont	Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,See InstructionSection 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 l	Responses)										
1. Name and A KRESA KE	:	2. Issuer Name <b>and</b> Ticker or Trading Symbol FLUOR CORP [FLR]				5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)				
C/O FLUO	R CORPORATIC	ON, 6700		Day/Year)	Tansaction		X_ Director Officer (giv below)		% Owner ner (specify		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
IRVING, T	X 75039						Person	whole than one R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativo	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or l of (D) 4 and 5) (A) or	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: Rep	port on a separate line	e for each clas	ss of secu	urities bene	-	-	-				
					infor requi	mation con red to resp ays a curre	spond to the colle tained in this forn 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	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

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr.	8)	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>	02/12/2010		A		184.482		(2)	(2)	Common Stock	184.482

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9	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	02/1	7/2010					
**Signature of Reporting Person	1	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) Each phantom stock unit is the economic equivalent of one share of Fluor common stock.

These phantom units were acquired under the Fluor Corporation 409A Deferred Directors' Fees Program (the "Program") and are to be settled in cash. Distributions will be made, at the election of the reporting person, either (i) in the distribution year specified by the

(2) reporting person or (ii) 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 ten years. The reporting person may transfer the phantom units into an alternative investment at any time. However, unvested units granted as matching contributions under the Program shall be forfeited by the reporting person to the extent attributable to the transferred 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.