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FLUOR CORI Form 4	Р										
November 16,	2010										
FORM	4								PPROVAL		
UNITED STATES SECURITIES AND EXCH Washington, D.C. 2054							E COMMISSIO	N OMB Number:	3235-0287		
Check this if no longer subject to Section 16. Form 4 or Form 5	r STATEN	MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES arsuant to Section 16(a) of the Securities Exchange Act of 1934,							Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5		
obligations may contin <i>See</i> Instruct 1(b).	Section 17((a) of the P	Public U	Itility Ho	lding Coi		of 1935 or Secti				
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> PRUEHER JOSEPH W			2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (A	Middle)	3. Date of	of Earliest T	ransaction		(Che	(Check an applicable)			
	CORPORATIO AS BOULEVA	ON, 6700	(Month/I 11/12/2	Day/Year) 2010			X Director Officer (giv below)		% Owner her (specify		
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)			ป	 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	inore than one it	epotting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	. Transaction Date Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(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	t on a separate line	e for each cla	uss of sec	urities bene	ficially ow	ned directly	or indirectly.				
r					Perso inforr requi	ns who re 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 rm	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	Disposed of	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom stock units	<u>(1)</u>	11/12/2010		А	597.1338		(2)	(2)	Common Stock	597.1338

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	Х						
Signatures							
/s/ Eric P. Helm by Power of Attorney	11/1	6/2010					
**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.