**FLUOR CORP** 

Form 4

February 25, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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Check this box

if no longer

**SECURITIES** 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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* SMALLEY GARY G.

2. Issuer Name and Ticker or Trading

Symbol

FLUOR CORP [FLR]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/23/2015

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

Sr Vice Pres and Controller

below) below)

C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD

(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

Person

**IRVING, TX 75039** 

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect

(Instr. 3) (Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Beneficially (D) or Owned Following (Instr. 4) Reported

Beneficial Indirect (I) Ownership (Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common 1,653 02/23/2015 A A \$0 11,919 D (1) Stock

By 401(k) Common I 3,027.73 Stock Plan (2)

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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 59.05	02/23/2015		A	5,832	(3)	02/23/2025	Common Stock	5,832

## **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

SMALLEY GARY G. C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039

Sr Vice Pres and Controller

### **Signatures**

/s/ Eric P. Helm by Power of Attorney

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\*\*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).

02/25/2015

- (1) Granted as restricted stock units which vest in three equal annual installments beginning on 3/6/2016.
- (2) Holdings are based on the most recent statement which is dated 12/31/2014.
- (3) The options vest in three equal annual installments beginning 3/6/2016.

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.

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