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FLUOR CO Form 4										
August 04, 2									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check th if no lon	cor		Expires:	January 31,						
subject t Section Form 4 o	MENT OF		SECU	Estimated burden hou response	urs per					
Form 5 obligation may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the Pu	ıblic U	tility Hol	ding Con		nge Act of 1934, of 1935 or Secti 940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> OHARE DEAN R			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			FLUOR CORP [FLR]				(Check all applicable)			
(Last) (First) (Middle) C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 08/03/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)			
		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, T	X 75039						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if	3. Transactio Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 2 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Rej	port on a separate line	e for each class	s of secu	irities bene	Perso inform requir	ns who res lation cont ed to respo	or indirectly. spond to the colle ained 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)

number.

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) 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>	08/03/2006		А	2	209.2634		(2)	(2)	Common Stock	209.2634

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
OHARE DEAN R C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Х						
Signatures							
/s/ Eric P. Helm by Power of Attorney	08/04	4/2006					
** 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) 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 tamp sum payment of annual instantion 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 41.9 shares would be forfeited upon such transfer prior to January 1, 2011.

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.