FLUOR CORP Form 4 August 05, 2008

FORM 4

OMB APPROVAL

5. Relationship of Reporting Person(s) to

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

RENWICK ROBIN W (Last) (First) (Middle) C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			Symbol FLUOR CORP [FLR] 3. Date of Earliest Transaction (Month/Day/Year) 08/02/2008					(Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
IRVING, T	Filed(Mor	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution any (Month/D			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	08/02/2008			F	3,311	D	\$ 80.42 (1)	9,831 (2)	D		
Common Stock	08/02/2008			D	674	D	\$ 0	9,157	D		
Common Stock	08/02/2008			M	1,716	A	\$ 0	10,873	D		
Common Stock	08/02/2008			D	1,716	D	\$ 80.42	9,157	D		

80.42

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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. Transactio Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted units (phantom stock units)	(3)	08/02/2008		M	292 (<u>4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	292	\$ 80.
Restricted units (phantom stock units)	(3)	08/02/2008		M	440 (6)	<u>(7)</u>	<u>(7)</u>	Common Stock	440	\$ 80. (1)
Restricted units (phantom stock units)	<u>(3)</u>	08/02/2008		M	384 (8)	<u>(9)</u>	(9)	Common Stock	384	\$ 80. (1)
Restricted units (phantom stock units)	<u>(3)</u>	08/02/2008		M	496 (10)	(11)	<u>(11)</u>	Common Stock	496	\$ 80. (1)
Restricted units (phantom stock units)	<u>(3)</u>	08/02/2008		M	104 (12)	(13)	(13)	Common Stock	104	\$ 80.
Restricted units	(3)	08/02/2008		D	450 (14)	(15)	(15)	Common Stock	450	\$ (

(phantom stock units)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RENWICK ROBIN W C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039



Signatures

/s/ Eric P. Helm by Power of Attorney

08/05/2008 Date

**Signature of Reporting Person

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) Price is based on closing price on 8/1/2008.
- On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 6,571 additional shares of stock.
- (3) Each restricted unit represents a contingent right to receive one share of Fluor common stock.
- (4) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 146 additional restricted units.
- (5) The restricted stock units vest in five equal annual installments beginning on May 7, 2005.
- (6) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 220 additional restricted units.
- (7) The restricted stock units vest in five equal annual installments beginning on May 3, 2006.
- (8) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 192 additional restricted units.
- (9) The restricted stock units vest in five equal annual installments beginning on May 7, 2007.
- (10) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 248 additional restricted units.
- (11) The restricted stock units vest in five equal annual installments beginning May 7, 2008.
- (12) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 52 additional restricted units.
- (13) The restricted units vest on August 17, 2008.
- On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 225 additional restricted units.
- (15) The restricted stock units vest in five equal annual installments beginning May 7, 2009.

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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