## Edgar Filing: FLUOR CORP - Form 4

ELLIOD CODD

Form 4								
May 19, 2009						OMB A	PPROVAL	
FORM	OMB OMB Number:	3235-0287						
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	er <b>STATEN</b> 5. Filed pur <sup>s</sup> Section 17(	Expires: Estimated burden hou response	urs per					
(Print or Type R	esponses)							
1. Name and Address of Reporting Person <u>*</u> PRUEHER JOSEPH W			Issuer Name <b>an</b> ibol UOR CORP	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1		ate of Earliest T		(Cheo	k all applicable)		
C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			onth/Day/Year) 15/2009		X Director 10% Owner Officer (give title Other (specify below) below)			
(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			
(City)	(State)	(Zip)	Table I - Non-l	Derivative Securities A	Acquired, Disposed o	f. or Beneficia	llv Owned	
	2. Transaction Date Month/Day/Year)		3. , if Transactio Code ear) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities H Beneficially ( Owned ( Following ( Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect	
Reminder: Repo	ort on a separate line	for each class of	f securities bene	ficially owned directly	or indirectly.			
				information con required to resp	spond to the collec tained in this form ond unless the for ently valid OMB cor	are not m	SEC 1474 (9-02)	

number.

 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

## Edgar Filing: FLUOR CORP - Form 4

(Instr. 3)	Price of Derivative Security	ive		(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				D	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom stock units	<u>(1)</u>	05/15/2009		А		650.289		(2)	(2)	Common stock	650.289

## **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	05/18	8/2009					
**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).
- (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 or two to twenty years, depending on the year of deferral. 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.