Edgar Filing: SULTAN NADER HAMAD - Form 4

| SULTAN N Form 4 August 15, | NADER HAMAD 2011 |) | | | | | | | | |
|--|---|--|---|--|---|---|--|---|--------------------------|--|
| Check t if no los subject Section Form 4 Form 5 obligati may co | M 4 UNITED this box nger to 16. or Filed pu ons Section 17 | Wa F CHAN Section | SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934, ublic Utility Holding Company Act of 1935 or Section | | | | | OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5 | | |
| See Inst 1(b). | truction | 30(h) | of the I | nvestment | t Compar | ny Act of 1 | 940 | | | |
| 1. Name and SULTAN | 2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| (Last) C/O FLUC LAS COL | 3. Date of Earliest Transaction (Month/Day/Year) 08/12/2011 | | | | (Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below) | | | | | |
| Filed(N | | | | endment, D onth/Day/Yea | - | ıl | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| IRVING, 7 | | (7: | | | | | Person | | | |
| (City) 1.Title of Security (Instr. 3) | (State) 2. Transaction Date (Month/Day/Year) | (Zip) 2A. Deem Execution any (Month/Da | ed Date, if | 3. Transactio Code (Instr. 8) | 4. Securit nAcquired Disposed (Instr. 3, 4 | ies (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 | |
| Reminder: Re | eport on a separate lin | e for each cl | ass of sec | urities bene | Perso inform requir | ns who res nation cont red to respo | or indirectly. spond to the colle ained in this form ond unless the for ntly valid OMB co | m 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)

| 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) |

number.

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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 | (1) | 08/12/2011 | | А | | 558.1306 | | (2) | (2) | Common Stock | 558.1306 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| SULTAN NADER HAMAD C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Eric P. Helm by Power of Attorney | 08/15 | 5/2011 | | | | | |
| **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.