Edgar Filing: FLUOR CORP - Form 4

FLUOR COR Form 4	Р									
January 06, 20)12									
FORM	4		an an						PPROVAL	
Washington, D.C. 20549								N OMB Number:	3235-0287 January 31,	
Check this if no longe		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
subject to Section 16 Form 4 or Form 5	SIAIEN									
obligations may contin <i>See</i> Instruc 1(b).	Section 17(a) of the F	Public U	Itility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Re	esponses)									
1. Name and Ad FLUOR PET	Symbol	er Name an R CORP		r Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Check an applicable)			
C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			(Month/Day/Year) 01/04/2012			X Director Officer (giv below)	ve title 109 below)	% Owner her (specify		
(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 				
IRVING, TX	75039						Person	whole than one R	epotting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivativo	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	2A. Deemee Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or l of (D) 4 and 5) (A) or	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 Beneficial Ownership (Instr. 4)	
Reminder: Report	rt on a separate line	for each cla	ass of sec	urities bene	-	-	-			
					infor requi	mation con red to resp ays a curre	spond to the colle tained 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)

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)

Edgar Filing: FLUOR CORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	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>	01/04/2012		А		450.7819		(2)	(2)	Common Stock	450.7819

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FLUOR PETER J C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Х						
Signatures							
/s/ Eric P. Helm by Power of Attorney	01/00	5/2012					
** 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") through the crediting of dividends and are to be settled in cash. Distributions will be made, at the election of the reporting person, either (i) in the

(2) distribution year specified by the 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 transer 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.