Edgar Filing: BERKERY ROSEMARY T - Form 4

| BERKERY ROSE Form 4 May 14, 2012 | EMARY T | | | | | | | | | | |
|---|-----------------------|--|----------------|--|---|---|---|--|--|--|--|
| FORM 4 | UNITED | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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 30(h) of the Investment Company Act of 1940 | | | | | | | | | January 31, 2005 average urs per . 0.5 | | |
| (Print or Type Respon | uses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> BERKERY ROSEMARY T | | | Symbol | r Name an R CORP | | Trading | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| · · · · · · | 700 LAS COLINAS 05/11 | | | f Earliest T Day/Year) 2012 | ransaction | | XDirector10% Owner Officer (give titleOther (specify below) below) | | | | |
| (S IRVING, TX 750 | Street) | 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 | | | | |
| | | (Zip) | Tab | In T. Mara I | D | C | Person | of ou Dou off air | lles Orașe d | | |
| 1.Title of 2. Trai | nsaction Date | | ed Date, if | 3. Transactic 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: Report on | a separate line | for each cla | ass of sect | urities bene | Perso inforn requir | ns who res nation cont red to resp nys a curre | or indirectly. spond to the colle sained in this form ond unless the fo ntly valid OMB co | n are not rm | 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 | Transactio | 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) Disposed of ((Instr. 3, 4, at 5) | (D) | | | | |
|------------------------|------------------------------------|------------|------------------|-----------|---|---|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted stock units | (1) | 05/11/2012 | | А | | 666.8677 | | (2) | (2) | Common Stock | 666.8671 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| BERKERY ROSEMARY T 6700 LAS COLINAS BOULEVARD IRVING, TX 75039 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Eric P. Helm by Power of Attorney | 05/14 | 4/2012 | | | | | |
| <pre>**Signature of Reporting Person</pre> | 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.