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SULTAN NA	DER HAMAD)									
Form 4	10										
August 06, 20										PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-028		
Check this		(((((((((((((((((((Expires:	January 31,	
if no long subject to Section 16 Form 4 or	5. STATEMENT OF CHANGES IN BENEFICIAL OWN.								Estimated a burden hou response	rs per	
Form 5 obligation may conti <i>See</i> Instru 1(b).	s Section 17	(a) of the		ility Hold	ling Com	ipany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
SULTAN NADER HAMAD Sy			2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction				(Chec	к ан аррисаок	;)	
	CORPORATI		(Month/Da 08/03/20	-				X Director Officer (give below)		Owner er (specify	
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
IRVING, TX	X 75039							Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (D) (Instr. 3,	ispose	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	08/03/2012			F <u>(1)</u>	90	D	\$ 52.2	3,694	D		
Common Stock	08/03/2012			М	200	А	\$0	3,894	D		
Common Stock	08/03/2012			F <u>(1)</u>	60	D	\$ 52.2	3,834	D		
Common Stock	08/03/2012			D	140	D	\$ 52.2	3,694	D		

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

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Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	5. Number Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and s	Securities	8. Price Derival Securit (Instr. 5
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted stock units	(2)	08/03/2012	М	200	(3)	(3)	Common Stock	200	<u>(2)</u>

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	08/0	6/2012				
**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).

In connection with the vesting of 300 shares of restricted stock and 200 restricted stock units held by the Reporting Person on 8/3/12, the Issuer has withheld 90 shares of common stock and 60 restricted stock units to satisfy the resulting tax withholding obligation. The

- (1) Issuel has writined 50 shares of common stock and 60 resulted stock units to satisfy the resulting tax writinoiding obligation. The withholding of these shares and units occurred automatically upon the vesting of the restricted stock and units, and as such, no investment decision was made by the Reporting Person in connection with this transfer.
- (2) Each restricted stock unit represents a contingent right to receive the cash value of one share of Fluor common stock.
- (3) The units vest in five equal annual installments beginning on 8/3/09.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners

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