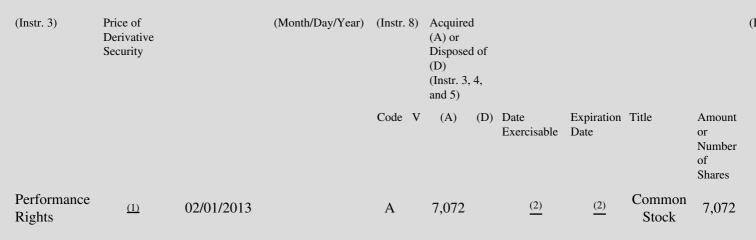
## Edgar Filing: Dunning David R - Form 4

Form 4								
February 05, 2013								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					-	PPROVAL 3235-0287		
Check this box								January 31,
Section 16. Form 4 or	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,					Estimated burden hou response	ours per	
abligations	17(a) of the	Public U	Jtility Ho		npany Act	of 1935 or Section		
(Print or Type Responses)								
1. Name and Address of Report Dunning David R	2. Issuer Name <b>and</b> Ticker or Trading Symbol FLUOR CORP [FLR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First)	(Middle)	3. Date of Earliest Transaction			(Cn	еск ан аррисаы	2)	
6700 LAS COLINAS BOULEVARD	(Month/Day/Year) 02/01/2013			Director 10% Owner X Officer (give title Other (specify below) below) Group President				
I			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>		
IRVING, TX 75039						Person		epotting
(City) (State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)2. Transaction E (Month/Day/Yes)		Date, if	3. Transactio Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4	(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 Beneficial Ownership (Instr. 4)
Domindari Doport on a concrete	line for each a	lass of soa			(D) Price			
Reminder: Report on a separate	ine for each c	ass of sec	unues dene	Person inform require	ns who re ation con ed to resp ys 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	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S



## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Dunning David R 6700 LAS COLINAS BOULEVARD IRVING, TX 75039			Group President	
Signatures				
/s/ Eric P. Helm by Power of Attorney	02/0:	5/2013		
**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 performance right represents a contingent right to receive one share (or the cash value of one share) of Fluor common stock.
- (2) The performance rights vest in two equal installments on 2/28/2013 and 2/28/2015.

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.