Seaton David Thomas Form 4 February 05, 2013

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Seaton David Thomas

2. Issuer Name and Ticker or Trading

Symbol

FLUOR CORP [FLR]

(First) (Middle) (Last) 3. Date of Earliest Transaction

> (Month/Day/Year) 02/01/2013

C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD

(Street)

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

**IRVING, TX 75039** 

Execution Date, if (Month/Day/Year)

Code Disposed of (D) (Instr. 8)

TransactionAcquired (A) or (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Issuer

below)

Person

\_X\_\_ Director

Applicable Line)

X\_ Officer (give title

Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

6. Ownership

7. Nature of Indirect Ownership (Instr. 4)

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman and CEO

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

Estimated average

burden hours per

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 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 **Transaction**Derivative **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 or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights	<u>(1)</u>	02/01/2013		A		55,778		(2)	(2)	Common Stock	55,778

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Seaton David Thomas C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X		Chairman and CEO				

## **Signatures**

/s/ Eric P. Helm by Power of Attorney

02/05/2013

\*\*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 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.

Reporting Owners 2