Seaton David Thomas Form 4 February 06, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

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

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

02/04/2013

(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]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle) 3	3. Date of	Earliest Tr	ansaction	(Check an applicable)			,
	R CORPORATIONAS BOULEVA	ON, 6700	(Month/D 02/04/2(•		_X_ Direct _X_ Office below)	er (give ti	tle 10% tle Othe below) nan and CEO	
	(Street)	۷	4. If Ame	ndment, Da	te Original	6. Individua	al or Join	nt/Group Filin	g(Check
IRVING, T	X 75039	Ī	Filed(Mon	th/Day/Year)		led by On	e Reporting Per re than One Re	
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acq	quired, Dispo	osed of, o	or Beneficiall	y Owned
1.Title of	2. Transaction Dat	e 2A. Deeme	ed	3.	4. Securities Acquired	5. Amount	of 6	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution	Date, if	Transactio	on(A) or Disposed of (D)	Securities	F	Form: Direct	Indirect
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficiall	ly (D) or	Beneficial
		(Month/Da	ay/Year)	(Instr. 8)		Owned	I	ndirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)

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

 $F_{\underline{(1)}}$

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

147,294

Transaction(s) (Instr. 3 and 4)

D

(A)

(D)

D

Price

65.11

Amount

219

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable Date	-		Number		
				~					of		
				Code V	(A) (D)				Shares		

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

02/06/2013

**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).

Pursuant to the Issuer's 2000 Executive Performance Incentive Plan and the terms of the related award agreement, each time shares of restricted stock vest, a portion of the shares are automatically withheld by the Issuer to satisfy the resulting tax withholding obligation. In

(1) connection with the vesting of 520 shares of restricted stock held by the Reporting Person on 2/4/2013, the Issuer has withheld 219 shares of common stock to satisfy the resulting tax withholding obligation. The withholding of these shares occurred automatically upon the vesting of the restricted stock, and as such, no investment decision was made by the Reporting Person in connection with this transfer.

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.

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