BERKERY ROSEMARY T

Form 4 May 09, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * BERKERY ROSEMARY T			2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR]				ng	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction					(Check all applicable)				
(2001)	(1 1100)	· ·	(Month/Day/Year)			_X_ Director	10%	Owner				
6700 LAS COLINAS			05/07/2013						Officer (give		er (specify	
BOULEVARD								below) below)				
	(Street)	4	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Month/D				n/Day/Year)				Applicable Line)			
IRVING, TX 75039								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	A. Deemed ecution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	ies Form: Direct Indirect cially (D) or Beneficial I Indirect (I) Ownership ing (Instr. 4) (Instr. 4) ed ction(s)		
Common Stock	05/07/2013			Code	V	Amount 743	(D)	Price (1)	5,934	D		
Common Stock	05/07/2013			D		743	D	\$ 60.43	5,191	D		

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Derivative	Expiration Da (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	05/07/2013		M	743	05/07/2013	05/07/2013	Common Stock	743	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RKERY ROSEMARY T 00 LAS COLINAS BOULEVARD VING, TX 75039	X					

Signatures

BEI 670 IRV

/s/ Eric P. Helm by Power of Attorney

05/09/2013

**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 restricted stock unit represents a contingent right to receive the cash value of one share of Fluor common stock.

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