HOPKINS JOHN L

Form 4 March 21, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Section 16. Form 4 or 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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOPKINS JOHN L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			FLUOR CORP [FLR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O FLUOR	CORPOR.	ATION, 6700	03/21/2011	_X_ Officer (give title Other (specify			
LAS COLIN	AS BOUL	EVARD		below) below) Group President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
IRVING, TX 75039				Form filed by More than One Reporting			

XVIIVO,	1A 1303)		Person					
(City)	(State)	(Zip)	Table I - Nor	n-Derivative Securities Acqui	red, Disposed of,	or Ben	eficially Owned	
Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	03/21/2011		M	1,386	A	\$ 42.105	30,555	D	
Common Stock	03/21/2011		M	3,488	A	\$ 44.705	34,043	D	
Common Stock	03/21/2011		M	6,663	A	\$ 30.46	40,706	D	
Common Stock	03/21/2011		M	9,198	A	\$ 42.75	49,904	D	
Common Stock	03/21/2011		S	28,020	D	\$ 71.2869	21,884	D	

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Common 4,352.0992 By 401(k) Ι Stock (2) Plan

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Expiration Exercisable Date		Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 42.105	03/21/2011		M	1,386	(3)	02/05/2016	Common Stock	1,386
Employee stock option (right to buy)	\$ 44.705	03/21/2011		M	3,488	<u>(4)</u>	03/06/2017	Common Stock	3,488
Employee stock option (right to buy)	\$ 30.46	03/21/2011		M	6,663	<u>(5)</u>	03/06/2019	Common Stock	6,663
Employee stock option (right to buy)	\$ 42.75	03/21/2011		M	9,198	<u>(6)</u>	03/02/2010	Common Stock	9,198

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOPKINS JOHN L C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039

Group President

Signatures

/s/ Eric P. Helm by Power of Attorney

03/21/2011

**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).
- The transaction was executed in multiple trades at prices ranging from \$71.22 to \$71.34. The price reported above reflects the weighted
- (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) Holdings are based on the most recent statement, which is dated 12/31/10.
- (3) The option vests in five equal annual installments beginning on 2/5/07.
- (4) The option vests in five equal annual installments beginning on 3/6/2008.
- (5) The option vests in three equal annual installments beginning on 3/6/10.
- (6) The option vests in three equal annual installments beginning on 3/6/11.

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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