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| FLUOR CO Form 4 | RP | | | | | | | | | | |
|---|---|---|--|--|--|--|--|--|---|--|--|
| November 1 | 3, 2012 | | | | | | | | | | |
| FORM | 14 | ~ ~ ~ ~ ~ ~ ~ ~ ~ | | | | ~~~ | ~ | | PPROVAL | | |
| Washington, D.C. 20549 | | | | | | | COMMISSIO | N OMB Number: | 3235-0287 | | |
| Check th if no long subject to Section 1 Form 4 c | ger o STATEN 16. or | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | January 31, 2005 average urs per . 0.5 | | |
| Form 5 obligatio may con <i>See</i> Instr 1(b). | tinue. Section 170 | (a) of the F | Public U | Itility Ho | lding Coi | | nge Act of 1934, c of 1935 or Secti 1940 | | | | |
| (Print or Type] | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> HACKETT JAMES T | | | Symbol | er Name an R CORP | | Trading | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) | (First) (| Middle) | 3. Date of | of Earliest T | Transaction | | (Check an applicable) | | | | |
| | R CORPORATIO NAS BOULEVA | DN, 6700 | (Month/) 11/09/2 | Day/Year) 2012 | | | X Director Officer (giv below) | | % Owner her (specify | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| IRVING, T | X 75039 | | | | | | Person | where than one it | eporting | | |
| (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 Date (Month/Day/Year) | 2A. Deemee Execution I any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) | 4. Securit 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) | | |
| | | | | | Amount | (D) Price | | | | | |
| Reminder: Rep | port on a separate line | e for each cla | ass of sec | urities bene | - | - | - | ation of | 0001474 | | |
| | | | | | inforr requi | nation con red to resp ays a curre | spond to the colle tained in this forn ond unless the fo ntly valid OMB co | n are not rm | 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 of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | 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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|---------------------------|------------------------------------|------------|------------------|-----------|-----|---|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom stock units | <u>(1)</u> | 11/09/2012 | | А | | 688.9858 | | (2) | (2) | Common Stock | 688.9858 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| HACKETT JAMES T C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Eric P. Helm by Power of Attorney | 11/1 | 3/2012 | | | | | |
| **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 phantom stock unit is the economic equivalent of one share of Fluor common stock.

These phantom units were acquired under the Fluor Corporation 409A Deferred Directors' Fees Program (the "Program") and are to be settled in cash. Distributions will be made, at the election of the reporting person, either (i) in the distribution year specified by the

(2) reporting person or (ii) upon the reporting person's termination of service as a director, death or disability, in a single lump sum payment or annual installment payments over a period of two to ten years. The reporting person may transfer the phantom units into an alternative investment at any time. However, unvested units granted as matching contributions under the Program shall be forfeited by the reporting person to the extent attributable to the transferred units.

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.