## Edgar Filing: FLUOR CORP - Form 4

| FLUOR CC<br>Form 4  |   |  |   |  |  |  |  |  |   |  |
|---|---|--|---|--|--|--|--|--|---|--|
| October 03,   | ЛД                                      |  |   |  |  |  |  |  | PPROVAL   |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549  |   |  |   |  |  |  |  | N OMB<br>Number:   | 3235-0287   |  |
| Check t<br>if no lor<br>subject<br>Section<br>Form 4                            | to <b>STATE</b><br>16.                  | MENT OF                                    | F CHAN  | NGES IN<br>SECUI   | Expires:<br>Estimated a<br>burden hou<br>response          | urs per  |  |  |   |  |
| Form 5<br>obligati<br>may con<br><i>See</i> Inst<br>1(b).                       | ons<br>ntinue. Section 17               | (a) of the H                               | Public U  | Jtility Hol  | ding Con   |  | nge Act of 1934,<br>of 1935 or Secti<br>940  |  |   |  |
| (Print or Type  | Responses)                              |  |   |  |  |  |  |  |   |  |
| 1. Name and Address of Reporting Person <u>*</u><br>SULTAN NADER HAMAD          |   |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>FLUOR CORP [FLR] |  |  |  | Issuer   |  |   |  |
| (Last) (First) (Middle)<br>C/O FLUOR CORPORATION, 6700<br>LAS COLINAS BOULEVARD |   |  | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>10/02/2013         |  |  | (Check all applicable)<br>X_ Director 10% Owner<br>Officer (give title 0ther (specify<br>below) below) |  |  |   |  |
| (Street) 4. If Amendment, Date Original<br>Filed(Month/Day/Year)                |   |  |   | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |  |  |  |  |   |  |
| (City)  | (State)                                 | (Zip)                                      | Tab   | ole I - Non-J  | Derivative   | Securities A   | cquired, Disposed  | of, or Beneficia   | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deeme<br>Execution<br>any<br>(Month/Da | Date, if  | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V   | 4. Securiti<br>onAcquired (<br>Disposed (<br>(Instr. 3, 4) | (A) or<br>of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Reminder: Re  | port on a separate lin                  | e for each cla                             | ass of sec  |  | ficially own<br>Person<br>inform<br>require                | ed directly one who rest<br>ation cont<br>ed to response   | or indirectly.<br>spond to the colle<br>ained in this form<br>ond unless the fo<br>ntly valid OMB co               | n are not<br>orm   | SEC 1474<br>(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 | 8 |
|-------------|-------------|---------------------|--------------------|-------------|--------------|-------------------------|------------------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | orDerivative | Expiration Date         | Underlying Securities  | D |
| Security    | or Exercise |                     | any                | Code        | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)       | S |

number.

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| (Instr. 3)                | Price of<br>Derivative<br>Security | ivative    |  | (Instr. 8 | Instr. 8) Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |     |                     | (                  |                 |                                  |
|---------------------------|------------------------------------|------------|--|-----------|---|-----|---------------------|--------------------|-----------------|----------------------------------|
|                           |                                    |            |  | Code      | 7 (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock<br>Units | <u>(1)</u>                         | 10/02/2013 |  | А         | 20.3791   |     | (2)                 | (2)                | Common<br>Stock | 20.3791                          |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| hepoting of the trained the top   | Director      | 10% Owner | Officer | Other |  |  |  |
| SULTAN NADER HAMAD<br>C/O FLUOR CORPORATION<br>6700 LAS COLINAS BOULEVARD<br>IRVING, TX 75039 | Х             |           |         |       |  |  |  |
| Signatures  |               |           |         |       |  |  |  |
| /s/ Eric P. Helm by Power of Attorney   | 10/03         | 3/2013    |         |       |  |  |  |
| **Signature of Reporting Person   | 1             | 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") through the crediting of dividends and are to be settled in cash. Distributions will be made, at the election of the reporting person, either (i) in the

(2) distribution year specified by the 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.