

FLUOR CORP
Form 4
August 05, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
RENWICK ROBIN W

(Last) (First) (Middle)

**C/O FLUOR CORPORATION, 6700
LAS COLINAS BOULEVARD**

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLUOR CORP [FLR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/02/2008		F		3,311 D \$ 80.42 (1)	D	
Common Stock	08/02/2008		D		674 D \$ 0 9,157	D	
Common Stock	08/02/2008		M		1,716 A \$ 0 10,873	D	
Common Stock	08/02/2008		D		1,716 D \$ 80.42 9,157	D	

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

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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 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 of 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)	8. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted units (phantom stock units)	(3)	08/02/2008		M	292 (4)	(5) (5)	Common Stock	292	\$ 80. (1)	
Restricted units (phantom stock units)	(3)	08/02/2008		M	440 (6)	(7) (7)	Common Stock	440	\$ 80. (1)	
Restricted units (phantom stock units)	(3)	08/02/2008		M	384 (8)	(9) (9)	Common Stock	384	\$ 80. (1)	
Restricted units (phantom stock units)	(3)	08/02/2008		M	496 (10)	(11) (11)	Common Stock	496	\$ 80. (1)	
Restricted units (phantom stock units)	(3)	08/02/2008		M	104 (12)	(13) (13)	Common Stock	104	\$ 80. (1)	
Restricted units	(3)	08/02/2008		D	450 (14)	(15) (15)	Common Stock	450	\$ 0	

(phantom
stock
units)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RENWICK ROBIN W C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X			

Signatures

/s/ Eric P. Helm by Power of
Attorney

08/05/2008

__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) Price is based on closing price on 8/1/2008.
 - (2) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 6,571 additional shares of stock.
 - (3) Each restricted unit represents a contingent right to receive one share of Fluor common stock.
 - (4) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 146 additional restricted units.
 - (5) The restricted stock units vest in five equal annual installments beginning on May 7, 2005.
 - (6) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 220 additional restricted units.
 - (7) The restricted stock units vest in five equal annual installments beginning on May 3, 2006.
 - (8) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 192 additional restricted units.
 - (9) The restricted stock units vest in five equal annual installments beginning on May 7, 2007.
 - (10) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 248 additional restricted units.
 - (11) The restricted stock units vest in five equal annual installments beginning May 7, 2008.
 - (12) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 52 additional restricted units.
 - (13) The restricted units vest on August 17, 2008.
 - (14) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 225 additional restricted units.
 - (15) The restricted stock units vest in five equal annual installments beginning May 7, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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