

Dunning David R
Form 3/A
April 07, 2009

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Dunning David R</p> <p>(Last) (First) (Middle)</p> <p>6700 LAS COLINAS BOULEVARD</p> <p>(Street)</p> <p>IRVING,Â TXÂ 75039</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/23/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FLUOR CORP [FLR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer ____ Other (give title below) (specify below) Group President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>04/02/2009</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>____ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,477.2869	D	Â
Common Stock	5,873.1539	I	401(k) Plan

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee stock option (right to buy)	Â (1)	02/05/2016	Common Stock	1,848	\$ 42.105	D	Â
Employee stock option (right to buy)	Â (2)	03/06/2017	Common Stock	3,750	\$ 44.705	D	Â
Employee stock option (right to buy)	Â (3)	03/06/2018	Common Stock	2,268	\$ 68.36	D	Â
Employee stock option (right to buy)	Â (4)	03/06/2019	Common Stock	3,759	\$ 30.46	D	Â
Restricted stock units	Â (5)	Â (5)	Common Stock	488	\$ (6)	D	Â
Restricted stock units	Â (7)	Â (7)	Common Stock	1,644	\$ (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunning David R 6700 LAS COLINAS BOULEVARD IRVING,Â TXÂ 75039	Â	Â	Â Group President	Â

Signatures

/s/ Eric P. Helm by Power of
Attorney

04/07/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The original grant on 2/9/06 was for 1,155 shares which vest over five years. On 2/5/07 231 shares became exercisable and were exercised by the reporting person on 5/10/07. On 2/5/08 231 additional shares became exercisable. On 7/16/08, as the result of Fluor's 2-for-1 stock split in the form of a stock dividend, the reporting person received an additional 924 shares. On 2/5/09 an additional 462 shares became exercisable. The remaining options become exercisable in two installments of 462 shares on 2/5/10 and 2/5/11.
- (2) The original grant on 3/6/07 was for 1,875 shares. On 3/6/08 375 shares became exercisable. On 7/16/08, as the result of Fluor's 2-for-1 stock split in the form of a stock dividend, the reporting person received an additional 1,875 shares. On 3/6/09, 750 shares became exercisable. The remaining options become exercisable in three installments of 750 shares on 3/6/10, 3/6/11 and 3/6/12.
- (3) The original grant on 3/4/08 was for 1,134 shares. On 7/16/08, as the result of Fluor's 2-for-1 stock split in the form of a stock dividend, the reporting person received an additional 1,134 shares. On 3/6/09, 756 shares became exercisable. The remaining shares become exercisable in two installments of 756 shares on 3/6/10 and 3/6/11.
- (4) The option becomes exercisable in three installments of 1,253 shares on 3/6/10, 3/6/11 and 3/6/12.
- (5)

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The original grant on 3/4/08 was for 366 units. On 7/16/08, as the result of Fluor's stock split in the form of a stock dividend, the reporting person received an additional 366 units. On 3/6/09 244 units vested and were settled in stock. The remaining units will vest and be settled in stock in two installments of 244 units on 3/6/10 and 3/6/11.

- (6) Each restricted stock unit represents a contingent right to receive one share of Fluor common stock.
- (7) The units vest and will be settled in stock in three installments of 548 units on 3/6/10, 3/6/11 and 3/6/12.

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Remarks:

ThisÂ FormÂ isÂ beingÂ amendedÂ toÂ clarifyÂ theÂ vestingÂ ofÂ optionsÂ andÂ unitsÂ andÂ reflectÂ theÂ effectÂ ofÂ

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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