SULTAN NADER HAMAD

Form 4

August 04, 2009

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

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

response...

See Instruction 1(b).

(Print or Type Responses)

(City)

(State)

(Zip)

| 1. Name and Address of Reporting Person * SULTAN NADER HAMAD | | | 2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|---|------------------|--|--|--|--|
| (Last) C/O FLUOR | (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) OR CORPORATION, 6700 08/03/2009 | (Month/Day/Year) | X Director 10% Owner Officer (give title Other (specify | | | |
| | LAS COLINAS BOULEVARD | | 00,00,200 | below) below) | | |
| | (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 Person | | |

| (City) | (State) (| Table Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 08/03/2009 | | A | 1,500 (1) | A | \$0 | 1,500 | D | |
| Common Stock | 08/03/2009 | | F | 90 | D | \$ 54.01 | 1,410 | D | |
| Common Stock | 08/03/2009 | | M | 200 | A | \$ 0 | 1,610 | D | |
| Common Stock | 08/03/2009 | | D | 200 | D | \$ 54.01 | 1,410 | 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)

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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. Transacti Code (Instr. 8) | orDerivati Securitie Acquired or Dispo | onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | | Derivative Ex Securities (M Acquired (A) or Disposed of (D) (Instr. 3, 4, | | Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, | | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | () |
|---|---|--------------------------------------|---|---------------------------------------|---|---|---------------------|--|-----------------|--|--|-----|---|--|----|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| Restricted stock units | (2) | 08/03/2009 | | A | 1,000 | | (3) | (3) | Common Stock | 1,000 | | | | | |
| Restricted stock units | (2) | 08/03/2009 | | M | | 200 | (3) | (3) | Common Stock | 200 | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| SULTAN NADER HAMAD | | | | | | | |
| C/O FLUOR CORPORATION | X | | | | | | |
| 700 LAS COLINAS BOULEVARD | Λ | | | | | | |

Signatures

IRVING, TX 75039

C

/s/ Eric P. Helm by Power of Attorney

08/04/2009

**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) Acquired as restricted stock under Fluor Corporation 2000 Restricted Stock Plan for Non-Employee Directors. Shares vest in five equal annual installments beginning on 8/3/09.
- (2) Each restricted unit represents a contingent right to receive the cash value of one share of Fluor common stock.
- (3) The units vest in five equal annual installments beginning on 8/3/09.

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

Reporting Owners 2

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