

FLUOR CORP
Form 4
November 22, 2013

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 *
GRIMES KIRK D

(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)
11/21/2013

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)
Group President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/21/2013		M		1,386	A	\$ 42.105
					38,070		
Common Stock	11/21/2013		M		6,976	A	\$ 44.705
					45,046		
Common Stock	11/21/2013		M		13,326	A	\$ 30.46
					58,372		
Common Stock	11/21/2013		M		27,594	A	\$ 42.75
					85,966		
Common Stock	11/21/2013		S		49,282	D	\$ 77.8217
					36,684		
							<u>(1)</u>

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 42.105	11/21/2013		M	1,386	⁽²⁾ 02/05/2016	Common Stock 1,386
Employee Stock Option (Right to Buy)	\$ 44.705	11/21/2013		M	6,976	⁽³⁾ 03/06/2017	Common Stock 6,976
Employee Stock Option (Right to Buy)	\$ 30.46	11/21/2013		M	13,326	⁽⁴⁾ 03/02/2019	Common Stock 13,326
Employee Stock Option (Right to Buy)	\$ 42.75	11/21/2013		M	27,594	⁽⁵⁾ 03/02/2020	Common Stock 27,594

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIMES KIRK D C/O FLUOR CORPORATION			Group President	

6700 LAS COLINAS BOULEVARD
IRVING, TX 75039

Signatures

/s/ Eric P. Helm by Power of
Attorney

11/22/2013

__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).

- The transaction was executed in multiple trades at prices ranging from \$77.50 to \$78.17. The price reported above reflects the weighted
- (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) These options vested in five annual installments beginning February 5, 2007.
 - (3) These options vested in five annual installments beginning March 6, 2008.
 - (4) These options vested in three annual installments beginning March 6, 2010.
 - (5) These options vested in three annual installments beginning March 6, 2011.

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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