BOECKMANN ALAN L

Form 4

March 04, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

> 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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

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obligations

(Print or Type Responses)

| 1. Name and Address of Reporting Person * BOECKMANN ALAN L | | | 2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|------------------------------------------------------------|--------------------------------------------|---------------|---------------------------------------------------------------------|-----------------------------|-------------------------------------|----------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| | (First) (M R CORPORATIO JAS BOULEVAR | | 3. Date of Earliest Transaction (Month/Day/Year) | | | (Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO | | | | |
| IRVING, TX | (Street) X 75039 | | | ndment, Dai th/Day/Year) | Č | | | 6. Individual or J Applicable Line) _X_ Form filed by Form filed by I Person | One Reporting Pe | rson |
| (City) | (State) | Zip) | Table | e I - Non-D | erivative S | ecurit | ties Acq | quired, Disposed o | f, or Beneficial | ly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution any | | Code (Instr. 8) | on(A) or Dis (D) (Instr. 3, 4 | sposed 4 and 5 (A) or | l of 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) |
| Common Stock | 03/02/2010 | | | Code V A | Amount 83,043 | (D) | Price \$ 0 | 519,873 (1) | D | |
| Common Stock | | | | | | | | 5,501.3417 (2) | I | 401(k) Plan |

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

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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. Transactio Code (Instr. 8) | orDerivative Securities | | 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 Number Shares |
| Employee stock option (right to | \$ 42.75 | 03/02/2010 | | A | 244,887 | | (3) | 03/02/2020 | Common Stock | 244,88 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---------------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|--|--|
| reporting owner runner runness | Director | 10% Owner | Officer | Other | | |
| BOECKMANN ALAN L C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039 | X | | Chairman and CEO | | | |

Signatures

buy)

/s/ Eric P. Helm by Power of Attorney

**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).

03/04/2010

- (1) Includes 103,759 restricted stock units previously reported in Table II for grants on 3/4/08 and 3/2/09.
- (2) Holdings are based on the most recent plan statement which is dated as of 12/31/09.
- (3) The option vests in three equal annual installments beginning on 3/6/11.

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.

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