

Seaton David Thomas  
Form 4  
January 04, 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 \*  
Seaton David Thomas

(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)

01/02/2013

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)

Chairman and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 01/02/2013                           |  | M                              |   | 2,772 A \$ 42.1   | D  |  |
| Common Stock                    | 01/02/2013                           |  | M                              |   | 10,464 A \$ 44.7  | D  |  |
| Common Stock                    | 01/02/2013                           |  | M                              |   | 7,515 A \$ 30.46  | D  |  |
| Common Stock                    | 01/02/2013                           |  | M                              |   | 31,042 A \$ 42.75   | D  |  |
| Common Stock                    | 01/02/2013                           |  | S <sup>(1)</sup>               |   | 51,793 D \$ 60  | D  |  |

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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)       | \$ 42.1  | 01/02/2013                           |  | M                              | 2,772   | <sup>(2)</sup> 02/05/2016                                | Common Stock 2,772  |
| Employee stock option (right to buy)       | \$ 44.7  | 01/02/2013                           |  | M                              | 10,464  | <sup>(3)</sup> 03/06/2017                                | Common Stock 10,464   |
| Employee stock option (right to buy)       | \$ 30.46   | 01/02/2013                           |  | M                              | 7,515   | <sup>(4)</sup> 03/02/2019                                | Common Stock 7,515  |
| Employee stock option (right to buy)       | \$ 42.75   | 01/02/2013                           |  | M                              | 31,042  | <sup>(5)</sup> 03/02/2020                                | Common Stock 31,042   |

## Reporting Owners

| Reporting Owner Name / Address               | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| Seaton David Thomas<br>C/O FLUOR CORPORATION | X             |           | Chairman and CEO |       |

6700 LAS COLINAS BOULEVARD  
IRVING, TX 75039

## Signatures

/s/ Eric P. Helm by Power of  
Attorney

01/04/2013

\_\_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).

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 11/7/12.
- (2) The option vests in five equal annual installments beginning on 2/5/07.
- (3) The option vests in five equal annual installments beginning on 3/6/2008.
- (4) The option vests in three equal annual installments beginning on 3/6/10.
- (5) 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.

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