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FLUOR CO										
August 29, 2										
FORM	14 UNITED	STATES		RITIES A shington			COMMISSIO	-	PPROVAL 3235-0287	
Check th			,,,	Shington	, D.C. 20			Expires:	January 31,	
if no long subject to Section 1 Form 4 o	AENT OF		SECU	Estimated burden hou response	Estimated average burden hours per response 0.8					
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(ublic U	tility Hol	ding Con					
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> PRUEHER JOSEPH W			2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR]				5. Relationship of Reporting Person(s) to Issuer			
(Lost)							(Check all applicable)			
(Last) (First) (Middle) C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 08/27/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) 4. If Amendment, Date Orig Filed(Month/Day/Year)			-	Applicable Line) _X_ Form filed by One Reporting Person			erson			
IRVING, T	X 75039						Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Rep	oort on a separate line	e for each clas	ss of sect	urities bene	Perso inform requir	ns who res lation cont ed to respo	or indirectly. spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

number.

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(Instr. 3)	Price of (1 Derivative Security		Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(1
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom stock units	<u>(1)</u>	08/27/2006		А		14.6869		(2)	(2)	Common Stock	14.6869	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PRUEHER JOSEPH W C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Х					
Signatures						
/s/ Eric P. Helm by Power of Attorney	08/29	9/2006				

**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) Phantom stock issuable on a one-to-one basis.

These phantom units were acquired under the Fluor Corporation Deferred Directors' Fees Program and are to be settled in cash upon the reporting person's termination of service as a director, death or disability in a single lump sum payment or annual installment payments

- (2) reporting person's termination of service as a director, death of disability in a single famp sum payment of annual instantion payments over a period of two to twenty years. Units are immediately exercisable because they may be transferred into an alternative investment. However, up to 2.9 shares would be forfeited upon such transfer prior to January 1, 2011.
- (3) The meeting was held on $\frac{8}{27}$, which was a Sunday. For that reason, the deferred fees were credited based on the closing price on $\frac{8}{28}$, the next business day.

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.