Edgar Filing: Wilson Dwayne Andree - Form 4

Wilson Dway Form 4	ne Andree										
March 06, 200	08										
FORM	4		CECU						PPROVAL		
	UNITED	SIAIES		shington			COMMISSIO	N OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated a burden hou response	Expires:January 31, 2005Estimated average burden hours per response0.5				
Form 5 obligations may continue. See Instruction 1(b). 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 Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> Wilson Dwayne Andree			2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR]				5. Relationship of Reporting Person(s) to Issuer				
							(Check all applicable)				
(Last) (First) (Middle) C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			3. Date of Earliest Transaction(Month/Day/Year)03/04/2008			Director 10% Owner X Officer (give title Other (specify below) below) Group President					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person					
IRVING, TX	75039						Form filed by Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securiti onAcquired (Disposed o (Instr. 3, 4	(A) or of (D) and 5) (A)	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	or (D) Price	(Instr. 3 and 4)				
Reminder: Repo	rt on a separate line	e for each cl	ass of sec	urities bene	-	-	-				
					inform require	ation cont ed to resp ys a curre	spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	GEC 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	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Е
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 136.72	03/04/2008		А		6,033		<u>(1)</u>	03/06/2018	Common Stock	6,033
Restricted units (phantom stock units)	(2)	03/04/2008		А		1,947		(3)	<u>(3)</u>	Common Stock	1,947

Reporting Owners

Reporting Owner Name / Address	Relationships							
Topological Composition of the c	Director	10% Owner	Officer	Other				
Wilson Dwayne Andree C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039			Group President					
Signatures								
/s/ Eric P. Helm by Power of Attorney	03/0	5/2008						

**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 option vests in three equal annual installments beginning on 3/6/09.
- (2) Each restricted unit represents a contingent right to receive one share of Fluor common stock.
- (3) The units vest in three equal installments beginning on 03/06/09.

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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