STEUERT D MICHAEL

Form 4

November 16, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Section 16.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * STEUERT D MICHAEL

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FLUOR CORP [FLR]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director X_ Officer (give title 10% Owner

C/O FLUOR CORPORATION, 6700

(Street)

11/12/2010

below)

Other (specify

LAS COLINAS BOULEVARD

Senior V.P. & CFO

2. Transaction Date 2A. Deemed

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

IRVING, TX 75039

(City) (State) (Zip)

(Month/Day/Year)

3. 4. Securities Acquired

Transaction(A) or Disposed of (D)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of

7. Nature of Ownership Indirect

(Month/Day/Year)

Execution Date, if

Code (Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported

Beneficially

Securities

Form: Direct Beneficial Ownership (D) or Indirect (I) (Instr. 4) (Instr. 4)

(A)

Transaction(s)

56.16

or Code V Amount (D) Price

(Instr. 3 and 4)

Common Stock

1.Title of

Security

(Instr. 3)

11/12/2010

S 0.7774 D 83,955

D

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

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(9-02)

SEC 1474

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities		(Instr. 5)	Bene
	Derivative Security				Securities			(Instr. 3 and 4)		Owne	
					Acquired	guired					Follo
					(A) or						Repo
					Disposed						Trans
					of (D)					(Instr	
					(Instr. 3,						(2.11541
		4, and 5)									
					i, and 3)						
									Amount		
						Date Exercisable	Expiration Date	Title	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEUERT D MICHAEL C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039

Senior V.P. & CFO

Signatures

/s/ Eric P. Helm by Power of Attorney

11/16/2010

**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).

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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