

HERNANDEZ CARLOS M
Form 4
March 08, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HERNANDEZ CARLOS M

(Last) (First) (Middle)

**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)

03/06/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Legal Officer/Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	03/06/2011		F ⁽¹⁾	V Amount (D) Price 2,762 D \$ 71.61 (2)	29,520	D	
Common Stock	03/07/2011		M	7,515 A \$ 30.46	37,035	D	
Common Stock	03/07/2011		S ⁽³⁾	7,515 D \$ 71.6151 (4)	29,520	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	8. Amount or Number of Shares
Employee stock option (right to buy)	\$ 30.46	03/07/2011		M	7,515	⁽⁵⁾ 03/06/2019	Common Stock	7,515

Reporting Owners

Reporting Owner Name / Address	Relationships
HERNANDEZ CARLOS M 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Director 10% Owner Officer Chief Legal Officer/Secretary

Signatures

/s/ Eric P. Helm by Power of
Attorney 03/08/2011

__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).

- Pursuant to the Issuer's 2003 and 2008 Executive Performance Incentive Plans and the terms of the related award agreements, each time shares of restricted stock vest or shares of common stock are issued upon the vesting of restricted stock units, a portion of the shares are automatically withheld by the Issuer to satisfy the resulting tax withholding obligation. In connection with the vesting of 1,464 restricted stock units (as adjusted for the Company's 2-for-1 stock split in the form of a stock dividend on 7/16/08) and 7,962 restricted stock units issued after the split held by the Reporting Person on 3/6/11, the Issuer has withheld 2,762 shares of common stock to satisfy the resulting tax withholding obligation. The withholding of these shares occurred automatically upon the vesting of the restricted stock and restricted stock units, and as such, no investment decision was made by the Reporting Person in connection with this transfer.
- (2) Since the market was closed on 3/6/11, the price is based on closing price on 3/4/11.

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- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/7/10.
- The transaction was executed in multiple trades at prices ranging from \$71.46 to \$71.85. The price reported above reflects the weighted
- (4) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The option vests in three equal annual installments beginning on 3/6/10.

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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