

SMALLEY GARY G.
Form 4
August 19, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SMALLEY GARY G.

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)
08/17/2010

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

Vice President and Controller

(Street)

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

IRVING, TX 75039

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/17/2010 | | M | | 604 | A | \$ 42.105 | 11,842 | D | |
| Common Stock | 08/17/2010 | | M | | 1,500 | A | \$ 44.705 | 13,342 | D | |
| Common Stock | 08/17/2010 | | M | | 1,879 | A | \$ 30.46 | 15,221 | D | |
| Common Stock | 08/17/2010 | | S | | 5,998 | D | \$ 47.3462 | 9,223 | D | |
| Common Stock | | | | | | | | 2,055.6193 | I | By 401(k) Plan |
| | | | | | | | | (2) | | |

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

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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 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) | \$ 42.105 | 08/17/2010 | | M | 604 | <u>(3)</u> 02/05/2016 | Common Stock | 604 |
| Employee stock option (right to buy) | \$ 44.705 | 08/17/2010 | | M | 1,500 | <u>(5)</u> 03/06/2017 | Common Stock | 1,500 |
| Employee stock option (right to buy) | \$ 30.46 | 08/17/2010 | | M | 1,879 | <u>(6)</u> 03/06/2019 | Common Stock | 1,879 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMALLEY GARY G. C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039 | | | Vice President and Controller | |

Signatures

/s/ Eric P. Helm by Power of
Attorney

08/19/2010

__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).

The transaction was executed in multiple trades at prices ranging from \$47.34 to \$47.359. The price reported above reflects the weighted

- (1) 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.

- (2) Holdings are based on a plan statement dated as of 6/30/10.

- (3) The option vests in five equal annual installments beginning on 2/5/07.

- (4) The number of shares was adjusted to reflect the company's 2-for-1 stock split in the form of a stock dividend which occurred on 7/16/08.

- (5) The option vests in five equal annual installments beginning on 3/6/2008.

- (6) 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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