

Seaton David Thomas
Form 4
January 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
Seaton David Thomas

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)

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

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

C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD

01/02/2013

Chairman and CEO

(Street)

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

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

IRVING, TX 75039

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/02/2013		M		2,772 A \$ 42.1	D	
Common Stock	01/02/2013		M		10,464 A \$ 44.7	D	
Common Stock	01/02/2013		M		7,515 A \$ 30.46	D	
Common Stock	01/02/2013		M		31,042 A \$ 42.75	D	
Common Stock	01/02/2013		S ⁽¹⁾		51,793 D \$ 60	D	

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 42.1	01/02/2013		M	2,772	⁽²⁾ 02/05/2016	Common Stock 2,772
Employee stock option (right to buy)	\$ 44.7	01/02/2013		M	10,464	⁽³⁾ 03/06/2017	Common Stock 10,464
Employee stock option (right to buy)	\$ 30.46	01/02/2013		M	7,515	⁽⁴⁾ 03/02/2019	Common Stock 7,515
Employee stock option (right to buy)	\$ 42.75	01/02/2013		M	31,042	⁽⁵⁾ 03/02/2020	Common Stock 31,042

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seaton David Thomas C/O FLUOR CORPORATION	X		Chairman and CEO	

6700 LAS COLINAS BOULEVARD
IRVING, TX 75039

Signatures

/s/ Eric P. Helm by Power of
Attorney

01/04/2013

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 11/7/12.
- (2) The option vests in five equal annual installments beginning on 2/5/07.
- (3) The option vests in five equal annual installments beginning on 3/6/2008.
- (4) The option vests in three equal annual installments beginning on 3/6/10.
- (5) The option vests in three equal annual installments beginning on 3/6/11.

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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