

FLUOR CORP

Form 4

November 08, 2013

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Seaton David Thomas

(Last) (First) (Middle)

C/O FLUOR CORPORATION, 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)  
11/07/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chairman and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/07/2013                              |                                                             | M                                    | 9,195                                                                   | A \$ 68.36 183,325                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/07/2013                              |                                                             | S                                    | 9,195                                                                   | D \$ 77.025 174,130<br>(1)                                                                                         | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/08/2013                              |                                                             | M                                    | 2,871                                                                   | A \$ 68.36 177,001                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/08/2013                              |                                                             | M                                    | 31,042                                                                  | A \$ 42.75 208,043                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/08/2013                              |                                                             | M                                    | 58,726                                                                  | A \$ 70.76 266,769                                                                                                 | D                                                                       |                                                                   |

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|                 |            |   |         |   |         |         |   |
|-----------------|------------|---|---------|---|---------|---------|---|
| Common<br>Stock | 11/08/2013 | M | 39,492  | A | \$ 62.5 | 306,261 | D |
| Common<br>Stock | 11/08/2013 | S | 132,131 | D | \$ 76   | 174,130 | 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 displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 68.36                                                              | 11/07/2013                              |                                                             | M                                       |                                                                                                              | 9,195                                                          |     | <u>(2)</u>                                                          | 03/04/2018         | Common<br>Stock | 9,195                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 68.36                                                              | 11/08/2013                              |                                                             | M                                       |                                                                                                              | 2,871                                                          |     | <u>(2)</u>                                                          | 03/04/2018         | Common<br>Stock | 2,871                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 42.75                                                              | 11/08/2013                              |                                                             | M                                       |                                                                                                              | 31,042                                                         |     | <u>(3)</u>                                                          | 03/02/2020         | Common<br>Stock | 31,042                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 70.76                                                              | 11/08/2013                              |                                                             | M                                       |                                                                                                              | 58,726                                                         |     | <u>(4)</u>                                                          | 02/28/2021         | Common<br>Stock | 58,726                              |
| Employee<br>Stock<br>Option                         | \$ 62.5                                                               | 11/08/2013                              |                                                             | M                                       |                                                                                                              | 39,492                                                         |     | <u>(5)</u>                                                          | 02/27/2022         | Common<br>Stock | 39,492                              |

(Right to  
Buy)

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |                  |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                                                | Director      | 10% Owner | Officer          | Other |
| Seaton David Thomas<br>C/O FLUOR CORPORATION<br>6700 LAS COLINAS BOULEVARD<br>IRVING, TX 75039 | X             |           | Chairman and CEO |       |

## Signatures

/s/ Eric P. Helm by Power of  
Attorney

11/08/2013

\_\_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).

- The transaction was executed in multiple trades at prices ranging from \$77.00 to \$77.08. 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) These options vested in three annual installments beginning March 6, 2009.
  - (3) These options vested in three annual installments beginning March 6, 2011.
  - (4) These options are vesting in three annual installments beginning March 6, 2012.
  - (5) These options are vesting in three annual installments beginning March 6, 2013.

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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