

Koumouris Nestoras
 Form 4
 May 31, 2018

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 *
 Koumouris Nestoras

(Last) (First) (Middle)
 C/O FLUOR CORPORATION, 6700
 LAS COLINAS BLVD
 (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)
 04/04/2017

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)
 Group President

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 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|----------------------------|------------------------------|------------------|------------|--|--------|-----|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Dividend Equivalent Rights | <u>(1)</u> | 03/06/2018 | M | | | 279 | 03/06/2018 | <u>(1)</u> | Common Stock | 279 |
| Dividend Equivalent Rights | <u>(1)</u> | 04/04/2017 | A | | 19.442 | | 03/06/2018 | <u>(1)</u> | Common Stock | 19.442 |
| Dividend Equivalent Rights | <u>(1)</u> | 07/05/2017 | A | | 23.837 | | 03/06/2018 | <u>(1)</u> | Common Stock | 23.837 |
| Dividend Equivalent Rights | <u>(1)</u> | 10/03/2017 | A | | 28.449 | | 03/06/2018 | <u>(1)</u> | Common Stock | 28.449 |
| Dividend Equivalent Rights | <u>(1)</u> | 01/03/2018 | A | | 22.452 | | 03/06/2018 | <u>(1)</u> | Common Stock | 22.452 |
| Dividend Equivalent Rights | <u>(1)</u> | 03/06/2018 | A | | 19.751 | | 03/06/2018 | <u>(1)</u> | Common Stock | 19.751 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Koumouris Nestoras C/O FLUOR CORPORATION 6700 LAS COLINAS BLVD IRVING, TX 75039 | | | Group President | |

Signatures

/s/ Eric P. Helm by Power of Attorney
05/31/2018

**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 dividend equivalent rights accrued in respect of performance rights (for which the performance rating was determined on February 3, 2016) when and as quarterly dividends were paid on Fluor common stock. Each dividend equivalent right represents a contingent right to

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receive one share of Fluor common stock.

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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