SULTAN NADER HAMAD

Form 4

August 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

See Instruction 1(b).

Common

Common

Common

Stock

Stock

Stock

08/03/2010

08/03/2010

08/03/2010

(Print or Type Responses)

(Print or Type F	Responses)						
1. Name and Address of Reporting Person * SULTAN NADER HAMAD			uer Name and Ticker or Trading ol OR CORP [FLR]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	fiddle) 3. Dat	e of Earliest Transaction	(Check all applicable)			
	R CORPORATIO NAS BOULEVAR	N, 6700 08/03	n/Day/Year) /2010	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			mendment, Date Original	6. Individual or Joint/Group Filing(Check			
IRVING, T	X 75039	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) T	able I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yes	Code (Instr. 3, 4 and 5)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			

Code V Amount (D)

90 (1)

200

200

D

A

D

F

M

D

Price

48.97

2,417

2,617

2,417

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

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D

D

D

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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. Transacti Code (Instr. 8)	5. Number or of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration Date we (Month/Day/Year) is		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	ŕ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	<u>(2)</u>	08/03/2010		M	200	08/03/2010	08/03/2010	Common Stock	200

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 9	Director	10% Owner	Officer	Other	
SULTAN NADER HAMAD C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X				

Signatures

/s/ Eric P. Helm by Power of Attorney

08/04/2010

**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).
- In connection with the vesting of 300 shares of restricted stock held by the Reporting Person on 8/3/10, the Issuer has withheld 90 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, as such, no investment decision was made by the Reporting Person in connection with this transfer.
- (2) Each restricted stock unit is the economic equivalent of 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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