

FLUOR CORP
Form 4
November 08, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(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 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 or Price | | |
| Common Stock | 11/07/2013 | | M | | 9,195 A \$ 68.36 | 183,325 | D |
| Common Stock | 11/07/2013 | | S | | 9,195 D \$ 77.025 | 174,130 | D |
| Common Stock | 11/08/2013 | | M | | 2,871 A \$ 68.36 | 177,001 | D |
| Common Stock | 11/08/2013 | | M | | 31,042 A \$ 42.75 | 208,043 | D |
| Common Stock | 11/08/2013 | | M | | 58,726 A \$ 70.76 | 266,769 | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|---------|---------|---|
| Common Stock | 11/08/2013 | M | 39,492 | A | \$ 62.5 | 306,261 | D |
| Common 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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 68.36 | 11/07/2013 | | M | 9,195 | <u>(2)</u> 03/04/2018 | Common Stock | 9,195 | |
| Employee Stock Option (Right to Buy) | \$ 68.36 | 11/08/2013 | | M | 2,871 | <u>(2)</u> 03/04/2018 | Common Stock | 2,871 | |
| Employee Stock Option (Right to Buy) | \$ 42.75 | 11/08/2013 | | M | 31,042 | <u>(3)</u> 03/02/2020 | Common Stock | 31,042 | |
| Employee Stock Option (Right to Buy) | \$ 70.76 | 11/08/2013 | | M | 58,726 | <u>(4)</u> 02/28/2021 | Common Stock | 58,726 | |
| Employee Stock Option | \$ 62.5 | 11/08/2013 | | M | 39,492 | <u>(5)</u> 02/27/2022 | Common Stock | 39,492 | |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Seaton David Thomas C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD 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 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,
- (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. 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.