

SMALLEY GARY G.
Form 4
August 19, 2010

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 *
SMALLEY GARY G.

(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)
08/17/2010

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)
Vice President and Controller

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 | (A) or (D) | Price | | | |
| Common Stock | 08/17/2010 | | M | | 604 | A | \$ 42.105 | 11,842 | D | |
| Common Stock | 08/17/2010 | | M | | 1,500 | A | \$ 44.705 | 13,342 | D | |
| Common Stock | 08/17/2010 | | M | | 1,879 | A | \$ 30.46 | 15,221 | D | |
| Common Stock | 08/17/2010 | | S | | 5,998 | D | \$ 47.3462 | 9,223 | D | |
| Common Stock | | | | | | | | 2,055.6193 | I | By 401(k) Plan |
| | | | | | | | | (2) | | |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee stock option (right to buy) | \$ 42.105 | 08/17/2010 | | M | 604 | <u>(3)</u> 02/05/2016 | Common Stock | 604 |
| Employee stock option (right to buy) | \$ 44.705 | 08/17/2010 | | M | 1,500 | <u>(5)</u> 03/06/2017 | Common Stock | 1,500 |
| Employee stock option (right to buy) | \$ 30.46 | 08/17/2010 | | M | 1,879 | <u>(6)</u> 03/06/2019 | Common Stock | 1,879 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMALLEY GARY G.
C/O FLUOR CORPORATION
6700 LAS COLINAS BOULEVARD
IRVING, TX 75039

Vice President and Controller

Signatures

/s/ Eric P. Helm by Power of
Attorney

08/19/2010

__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).

The transaction was executed in multiple trades at prices ranging from \$47.34 to \$47.359. 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) Holdings are based on a plan statement dated as of 6/30/10.

(3) The option vests in five equal annual installments beginning on 2/5/07.

(4) The number of shares was adjusted to reflect the company's 2-for-1 stock split in the form of a stock dividend which occurred on 7/16/08.

(5) The option vests in five equal annual installments beginning on 3/6/2008.

(6) The option vests in three equal annual installments beginning on 3/6/10.

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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