## Edgar Filing: SULTAN NADER HAMAD - Form 4

SULTAN N Form 4	ADER HAMAD	)									
February 13	, 2012										
FORM		PPROVAL									
Washington, D.C. 20549									3235-0287		
Check this box if no longer subject to Section 16. Form 4 or						ICIAL OV	WNERSHIP OI	Expires: Estimated burden hou response	urs per		
Form 5 Form 5 obligations may continue. See Instruction 1(b). 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 A SULTAN N	2. Issuer Name <b>and</b> Ticker or Trading Symbol FLUOR CORP [FLR]				5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First)	(Middle)					(Check all applicable)				
				Day/Year) 2012	Tansaction		X_ Director 10% Owner Officer (give title Other (specify below) below)				
				If Amendment, Date Original led(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
IRVING, T	X 75039						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, -	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	-		-				
					inforr requi	nation cont red to resp	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)		

number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	ay/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
Phantom stock units	(1)	02/10/2012		А		550.8226		(2)	(2)	Common Stock	550.8226

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SULTAN NADER HAMAD C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Х						
Signatures							
/s/ Eric P. Helm by Power of Attorney	02/13	3/2012					
**Signature of Reporting Person	I	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) Each phantom stock unit is the economic equivalent of one share of Fluor common stock.

These phantom units were acquired under the Fluor Corporation 409A Deferred Directors' Fees Program (the "Program") and are to be settled in cash. Distributions will be made, at the election of the reporting person, either (i) in the distribution year specified by the

(2) reporting person or (ii) upon the reporting person's termination of service as a director, death or disability, in a single lump sum payment or annual installment payments over a period of two to ten years. The reporting person may transfer the phantom units into an alternative investment at any time. However, unvested units granted as matching contributions under the Program shall be forfeited by the reporting person to the extent attributable to the transferred units.

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.