

FLUOR CORP  
Form 4  
October 19, 2009

**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 \*  
MARTINEZ VILMA S

(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)  
01/03/2008

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)

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	01/03/2008		L	2.748 (1) (2) A \$ 72.8895 (2)	15,199.741 (3)	D	
Common Stock	04/02/2008		L	3.372 (1) (2) A \$ 74.3535 (2)	15,199.741 (3)	D	
Common Stock	07/02/2008		L	4.476 (1) (2) A \$ 96.3785 (2)	15,199.741 (3)	D	
Common Stock	10/02/2008		L	8.744 (1) (2) A \$ 51.66 (2)	15,199.741 (3)	D	

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Common Stock	01/05/2009	L	V	9.28 <sup>(1)</sup>	A	\$ 48.792 <sub>(2)</sub>	15,199.741 <sub>(3)</sub>	D
Common Stock	04/02/2009	L	V	12.418 <sub>(1)</sub>	A	\$ 36.556 <sub>(2)</sub>	15,199.741 <sub>(3)</sub>	D
Common Stock	07/02/2009	L	V	13.701 <sub>(1)</sub>	A	\$ 49.8146 <sub>(2)</sub>	15,199.741 <sub>(3)</sub>	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTINEZ VILMA S C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X			

## Signatures

/s/ Eric P. Helm by Power of Attorney  
Date: 10/19/2009

\*\*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 shares were acquired through dividend reinvestment.

(2) The shares and price were adjusted to reflect the company's 2-for-1 stock split in the form of a stock dividend which occurred on July 16, 2008.

(3) The amount of securities beneficially owned represents the Reporting Person's aggregate holdings as of the date hereof (and after giving effect to each of the transactions reported herein). While the transactions reported herein were not previously reported, the amount of securities reflected as beneficially owned in the Reporting Person's most recently filed Form 4 also gives effect to each of the transactions reported herein.

### Remarks:

This report is being filed to report the acquisition of shares through dividend reinvestment.

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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