

OHARE DEAN R
Form 4/A
May 20, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
OHARE DEAN R

(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)

05/06/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/08/2009

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common stock	05/06/2009		A		1,293	A \$ 0	18,291 ⁽¹⁾ D
Common stock	05/07/2009		M		1,214	A \$ 0	19,505 D
Common stock	05/07/2009		D		1,214	D \$ 41.71	18,291 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**

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(2)	05/06/2009		A		862		05/07/2010	05/07/2010	Common stock	862
Restricted stock units	(2)	05/07/2009		M		292 (3)		(4)	(4)	Common stock	292 (3)
Restricted stock units	(2)	05/07/2009		M		220 (3)		(5)	(5)	Common stock	220 (3)
Restricted stock units	(2)	05/07/2009		M		128 (3)		(6)	(6)	Common stock	128 (3)
Restricted stock units	(2)	05/07/2009		M		124 (3)		(7)	(7)	Common stock	124 (3)
Restricted stock units	(2)	05/07/2009		M		450 (3)		05/07/2009	05/07/2009	Common stock	450 (3)

Reporting Owners

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

Signatures

/s/ Eric P. Helm by Power of
Attorney

05/20/2009

**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) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 8,499 additional shares of stock.
- (2) Each restricted unit represents a contingent right to receive the cash value of one share of Fluor common stock.
- (3) These restricted stock units were adjusted to reflect the company's 2-for-1 stock split which occurred on July 18, 2008.
- (4) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning on May 7, 2005.
- (5) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning on May 7, 2006.
- (6) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning on May 7, 2007.
- (7) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning on May 7, 2008.

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.