

FLUOR CORP
Form 4
May 09, 2007

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
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(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)
05/07/2007

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	05/07/2007		M		540	A \$ 0	11,073.556 D
Common Stock	05/07/2007		D		540	D \$ 98.75	10,533.556 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
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SEC 1474
(9-02)

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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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted units (phantom stock units)	(1)	05/07/2007		M		110		(2)	(2)	Common Stock	110	\$ 0
Restricted units (phantom stock units)	(1)	05/07/2007		M		110		(3)	(3)	Common Stock	110	\$ 0
Restricted units (phantom stock units)	(1)	05/07/2007		M		146		(4)	(4)	Common Stock	146	\$ 0
Restricted units (phantom stock units)	(1)	05/07/2007		M		110		(5)	(5)	Common Stock	110	\$ 0
Restricted units (phantom stock units)	(1)	05/07/2007		M		64		(6)	(6)	Common Stock	64	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	X

MARTINEZ VILMA S
C/O FLUOR CORPORATION
6700 LAS COLINAS BOULEVARD
IRVING, TX 75039

Signatures

/s/ Eric P. Helm by Power of
Attorney

05/09/2007

__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) Each restricted unit represents a contingent right to receive the cash value of one share of Fluor common stock.
 - (2) The restricted stock units vest in five equal annual installments beginning on May 7, 2003.
 - (3) The restricted stock units vest in five equal annual installments beginning on May 7, 2004.
 - (4) The restricted stock units vest in five equal annual installments beginning on May 7, 2005.
 - (5) The restricted stock units vest in five equal annual installments beginning on May 7, 2006.
 - (6) The restricted stock units vest in five equal annual installments beginning on May 7, 2007.

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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