#### Edgar Filing: FLUOR CORP - Form 4

| FLUOR CO                          | ORP                     |                       |  |  |                               |                        |  |  |
|-----------------------------------|-------------------------|-----------------------|--|--|-------------------------------|------------------------|--|--|
| Form 4                            |                         |                       |  |  |                               |                        |  |  |
| November                          | 05, 2007                |                       |  |  |                               |                        |  |  |
| FOR                               |                         |                       | URITIES AND EXCHANGI                                 |  | OMB A                         | PPROVAL                |  |  |
|                                   | OMB<br>Number:          | 3235-0287             |  |  |                               |                        |  |  |
|                                   | this box                |                       | Vashington, D.C. 20549                               |  | Expires:                      | January 31,            |  |  |
| if no lo                          |                         | MENT OF CH            | ANGES IN BENEFICIAL O                                |  | 2005                          |                        |  |  |
| subject<br>Sectior                |                         |                       | SECURITIES   |  | Estimated a<br>burden hou     | -                      |  |  |
| Form 4                            |                         | response              | •  |  |                               |                        |  |  |
| Form 5                            | гнец ри                 | rsuant to Sectio      | n 16(a) of the Securities Excha                      | ange Act of 1934,                            |                               |                        |  |  |
| obligat                           | ions Section 17         |                       | Utility Holding Company Ac                           | -  | ı                             |                        |  |  |
| may co<br><i>See</i> Ins<br>1(b). | truction                | 30(h) of the          | Investment Company Act of                            | 1940   |                               |                        |  |  |
| (Print or Type                    | e Responses)            |                       |  |  |                               |                        |  |  |
|                                   | Address of Reporting    | Person <u>*</u> 2. Is | suer Name <b>and</b> Ticker or Trading               | -  | Reporting Person(s) to        |                        |  |  |
| KRESA K                           | ENT                     | Symb                  | ol   | Issuer                                       |                               |                        |  |  |
|                                   |                         |                       | OR CORP [FLR]  | (Check all applicable)                       |                               |                        |  |  |
| (Last)                            | (First) (               | Middle) 3. Da         | e of Earliest Transaction                            | ()   |                               |                        |  |  |
|                                   |                         |                       | h/Day/Year)  | X Director                                   |                               | 6 Owner                |  |  |
|                                   | OR CORPORATION          |                       | 2/2007   | Officer (give below)                         | title Oth below)              | er (specify            |  |  |
| LAS COL                           | INAS BOULEVA            | RD                    |  | 0010W)                                       | Delow)                        |                        |  |  |
|                                   | (Street)                | 4. If <i>A</i>        | mendment, Date Original                              | 6. Individual or Joint/Group Filing(Check    |                               |                        |  |  |
|                                   |                         |                       | Month/Day/Year)                                      | Applicable Line)                             |                               |                        |  |  |
|                                   |                         |                       |  | _X_ Form filed by C                          |                               |                        |  |  |
| IRVING, '                         | TX 75039                |                       |  | Form filed by M<br>Person                    | ore than One K                | eporung                |  |  |
| (City)                            | (State)                 | (Zip)                 |  |  |                               |                        |  |  |
| (eng)                             | (State)                 | (24)                  | able I - Non-Derivative Securities                   | Acquired, Disposed of                        | , or Beneficia                | lly Owned              |  |  |
| 1.Title of                        | 2. Transaction Date     |                       | 3. 4. Securities                                     |  | 1                             | 7. Nature of           |  |  |
| Security<br>(Instr. 3)            | (Month/Day/Year)        | Execution Date,       | f TransactionAcquired (A) or<br>Code Disposed of (D) |  | orm: Direct<br>D) or Indirect | Indirect<br>Beneficial |  |  |
| (11150.5)                         |                         | any<br>(Month/Day/Yea |  | Owned (I                                     | ·                             | Ownership              |  |  |
|                                   |                         | `` <b>`</b>           |  |  | nstr. 4)                      | (Instr. 4)             |  |  |
|                                   |                         |                       | (A)  | Reported                                     |                               |                        |  |  |
|                                   |                         |                       | or   | Transaction(s)<br>(Instr. 3 and 4)           |                               |                        |  |  |
|                                   |                         |                       | Code V Amount (D) Price                              | e (msu. 5 and 4)                             |                               |                        |  |  |
| Reminder: R                       | eport on a separate lin | e for each class of   | ecurities beneficially owned directly                | or indirectly.                               |                               |                        |  |  |
|                                   |                         |                       |  | spond to the collect                         |                               | EC 1474                |  |  |
|                                   |                         |                       |  | tained in this form a                        |                               | (9-02)                 |  |  |
|                                   |                         |                       |  | oond unless the forn<br>ently valid OMB cont |                               |                        |  |  |
|                                   |                         |                       | 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<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |     |                     |                    |                 |                                  |
|---------------------------|------------------------------------|------------|------------------|---------|----|---|-----|---------------------|--------------------|-----------------|----------------------------------|
|                           |                                    |            |                  | Code    | v  | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Phantom<br>stock<br>units | <u>(1)</u>                         | 11/02/2007 |                  | A       |    | 188.4296  |     | (2)                 | (2)                | Common<br>Stock | 188.4296                         |

#### **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |
| KRESA KENT<br>C/O FLUOR CORPORATION<br>6700 LAS COLINAS BOULEVARD<br>IRVING, TX 75039 | Х             |           |         |       |  |  |
| Signatures  |               |           |         |       |  |  |
| /s/ Eric P. Helm by Power of<br>Attorney  | 11/05         | 5/2007    |         |       |  |  |
| **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) Phantom stock issuable on a one-to-one basis.

These phantom units were acquired under the Fluor Corporation Deferred Directors' Fees Program and are to be settled in cash upon the reporting person's termination of service as a director, death or disability in a single lump sum payment or annual installment payments

(2) over a period of two to twenty years. Units are immediately exercisable because they may be transferred into an alternative investment. However, up to 37.7 shares would be forfeited upon such transfer prior to January 1, 2012.

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. ; border-bottom-width: 1">9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                          | Relationships |           |                              |       |  |  |  |
|--|---------------|-----------|------------------------------|-------|--|--|--|
|  | Director      | 10% Owner | Officer                      | Other |  |  |  |
| WEST ALFRED P JR<br>ONE FREEDOM VALLEY DRIVE<br>OAKS, PA 19456 | Х             | Х         | Chairman and Chief Executive |       |  |  |  |

# Signatures

Ruth A. Montgomery (Attorney-in-fact)

11/07/2005

\*\*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) Mr. West disclaims beneficial ownership of the shares held by AP West Associates, L.P., except to the extent of his pecuniary interest therein.
- (2) These shares are held in trusts for the benefit of Mr. West's children. Mr. West's wife is the trustee or a co-trustee of these trusts. Mr. West disclaims beneficial ownership of the shares held in these trusts.

The trust that holds these shares (the "Residuary Trust") is for the benefit of Mr. West's mother and certain descendants of Mr. West's father. The Residuary Trust was created upon the death of Mr. West's father under the terms of an existing trust that Mr. West's father had

- (3) established prior to his death. In connection with the establishment of the Residuary Trust, Mr. West became the trustee of the Residuary Trust in September 2002. Mr. West disclaims beneficial ownership of the shares held by the Residuary Trust, except to the extent of his pecuniary interest therein.
- (4) Mr. West is the trustee of the Marital Trusts (GST and non-GST exempt), which hold shares for the benefit of Mr. West's mother.

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