

HOPKINS JOHN L
 Form 4
 November 10, 2010

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 *
 HOPKINS JOHN L

(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)
 11/09/2010

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)
 Group President

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	Price	
Common Stock	11/09/2010		M		6,663	A \$ 30.46	51,141 D
Common Stock	11/09/2010		M		10,464	A \$ 44.705	61,605 D
Common Stock	11/09/2010		M		4,158	A \$ 42.105	65,763 D
Common Stock	11/09/2010		S		37,206	D \$ 54.9776	28,557 D
Common Stock							4,402.2804 I
							(2) Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee stock option (right to buy)	\$ 30.46	11/09/2010		M	6,663	⁽³⁾ 03/06/2019	Common Stock	6,663
Employee stock option (right to buy)	\$ 44.705 ⁽⁴⁾	11/09/2010		M	10,464	⁽⁵⁾ 03/06/2017	Common Stock	10,464
Employee stock option (right to buy)	\$ 42.105 ⁽⁶⁾	11/09/2010		M	4,158	⁽⁷⁾ 02/05/2016	Common Stock	4,158

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOPKINS JOHN L C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039			Group President	

Signatures

/s/ Eric P. Helm by Power of
Attorney

11/10/2010

__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).
The transaction was executed in multiple trades at prices ranging from \$54.92 to \$55.12. The price reported above reflects the weighted
(1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) Holdings are based on a plan statement dated as of 09/30/2010.
- (3) The option vests in three equal annual installments beginning on 3/6/10.
- (4) This option was previously reported as covering 8,720 shares at an exercise price of \$89.41 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on 7/16/08.
- (5) The option vested in five equal annual installments beginning on 3/6/08.
- (6) This option was previously reported as covering 3,465 shares at an exercise price of \$84.21 per share. On 8/21/07, 693 shares were exercised. The balance of the option was adjusted to reflect the 2-for-1 stock split that occurred on 7/16/08.
- (7) The option vests in five equal annual installments beginning on 2/5/07.

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.