

Dunning David R
Form 3
April 02, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Dunning David R | | (Month/Day/Year) | FLUOR CORP [FLR] | |
| (Last) | (First) | (Middle) | 03/23/2009 | |
| 6700 LAS COLINAS BOULEVARD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| IRVING, TX 75039 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Group President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,477.2869 | D | ^ |
| Common Stock | 5,873.1539 | I | 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee stock option (right to buy) | Â (1) | 02/05/2016 | Common Stock | 1,848 | \$ 42.105 | D | Â |
| Employee stock option (right to buy) | Â (2) | 03/06/2017 | Common Stock | 3,750 | \$ 44.705 | D | Â |
| Employee stock option (right to buy) | Â (3) | 03/06/2018 | Common Stock | 2,268 | \$ 68.36 | D | Â |
| Employee stock option (right to buy) | Â (4) | 03/06/2019 | Common Stock | 3,759 | \$ 30.46 | D | Â |
| Restricted stock units | Â (5) | Â (5) | Common Stock | 488 | \$ (6) | D | Â |
| Restricted stock units | Â (7) | Â (7) | Common Stock | 1,644 | \$ (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dunning David R 6700 LAS COLINAS BOULEVARD IRVING, TX 75039 | Â | Â | Â Group President | Â |

Signatures

/s/ Eric P. Helm by Power of Attorney 04/02/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 original grant on 2/9/2006 was for 2,310 shares. Twenty percent became exercisable on 2/5/2007 and has been exercised by the reporting person. The remaining options become exercisable in four equal annual installments on 2/5/2008, 2/5/2009, 2/5/2010 and 2/5/2011.
 - (2) The option vests in five equal annual installments beginning on 3/6/2008.
 - (3) The option vests in three equal annual installments beginning on 03/06/09.
 - (4) The option vests in three equal annual installments beginning on 3/6/10.
 - (5) The original grant on 3/4/08 was for 732 units. One-third vested and was settled in stock on 3/6/2009. The remaining units will vest in two equal annual installments on 3/6/2010 and 3/6/2011.
 - (6) Each restricted stock unit represents a contingent right to receive one share of Fluor common stock.
 - (7) The units vest in three equal annual installments beginning on 3/6/2010.

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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