

BARNARD RAY F.  
Form 3  
February 15, 2013

**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 <b>and</b> Ticker or Trading Symbol	
Â BARNARD RAY F.		(Month/Day/Year)	FLUOR CORP [FLR]	
(Last)	(First)	(Middle)	02/06/2013	
C/O FLUOR CORPORATION,Â 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)			
	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)	
	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	_X_ Form filed by One Reporting Person	
	(give title below) (specify below)		___ Form filed by More than One Reporting Person	
	Sr VP, IT and Execution Svcs			
IRVING,Â TXÂ 75039				
(City)	(State)	(Zip)		

**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	14,356	D	Â

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 Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee stock option (right to buy)	Â (1)	02/05/2016	Common Stock	3,470	\$ 42.105	D	Â
Employee stock option (right to buy)	Â (2)	03/06/2017	Common Stock	7,490	\$ 44.705	D	Â
Employee stock option (right to buy)	Â (3)	03/04/2018	Common Stock	4,536	\$ 68.36	D	Â
Employee stock option (right to buy)	Â (4)	03/02/2019	Common Stock	7,515	\$ 30.46	D	Â
Employee stock option (right to buy)	Â (5)	03/02/2020	Common Stock	13,797	\$ 42.75	D	Â
Employee stock option (right to buy)	Â (6)	02/28/2021	Common Stock	5,640	\$ 70.76	D	Â
Employee stock option (right to buy)	Â (7)	02/27/2022	Common Stock	13,350	\$ 62.5	D	Â
Performance Rights	Â (8)	Â (8)	Common Stock	1,903	\$ 0	D	Â
Performance Rights	Â (9)	Â (9)	Common Stock	6,286	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNARD RAY F. C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Â	Â	Â Sr VP, IT and Execution Svcs	Â

## Signatures

/s/ Eric P. Helm by Power of Attorney  
Date: 02/14/2013

\_\_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 option vested in five equal annual installments beginning on 2/5/07.
- (2) The option vested in five equal annual installments beginning on 3/6/08.
- (3) The option vested in three equal annual installments beginning on 3/6/09.
- (4) The option vested in three equal annual installments beginning on 3/6/10.

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- (5) The option vests in three equal annual installments beginning on 3/6/11.
- (6) The option vests in three equal annual installments beginning 3/6/12.
- (7) The option vests in three equal annual installments beginning 3/6/13.
- (8) The performance rights vest on 2/28/2014.
- (9) The performance rights vest in two equal installments on 2/28/2013 and 2/28/2015.

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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