Edgar Filing: Watson Peter S - Form 4

Watson Peter	S									
Form 4 May 04, 2007	,									
								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287		
Check this if no longe subject to Section 16 Form 4 or	er STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligation: may contin <i>See</i> Instruct 1(b).	s Section 17(a	suant to Section a) of the Public U 30(h) of the I	Jtility Hold	ling Com	pany	Act o	f 1935 or Sectio	response	0.5	
(Print or Type Ro	esponses)									
1. Name and Ad Watson Peter	r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	(First) (M CORPORATIO AS BOULEVAR	(Month/ N, 6700 05/02/2	of Earliest Tra Day/Year) 2007	ansaction			X Director Officer (give below)	10%	6 Owner er (specify	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
IRVING, TX	75039						Form filed by M Form filed by M Person			
(City)	(State) (Zip) Tal	ole I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code) (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	(A) o of (D 4 and (A) or)	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)	
Common Stock	05/02/2007		А	465	A	\$0	3,260	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 required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)				8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted units (phantom stock units)	<u>(1)</u>	05/02/2007		A	310	(2)	(2)	Common Stock	310	\$ C

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
Watson Peter S C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Х						
Signatures							
/s/ Eric P. Helm by Power of Attorney	05/04	4/2007					
**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 May 7, 2008.

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.