

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Brittain James F.</u> (Last) (First) (Middle) C/O FLUOR CORPORATION 6700 LAS COLINAS BLVD (Street) IRVING TX 75039 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FLUOR CORP [FLR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Group President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/04/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Dividend Equivalent Rights	(I)	03/06/2018		M		279		03/06/2018	(I)	Common Stock	279	\$0.00	0	D	
Dividend Equivalent Rights	(I)	04/04/2017		A		19.442		03/06/2018	(I)	Common Stock	19.442	\$0.00	184.505	D	
Dividend Equivalent Rights	(I)	07/05/2017		A		23.837		03/06/2018	(I)	Common Stock	23.837	\$0.00	208.342	D	
Dividend Equivalent Rights	(I)	10/03/2017		A		28.449		03/06/2018	(I)	Common Stock	28.449	\$0.00	236.791	D	
Dividend Equivalent Rights	(I)	01/03/2018		A		22.452		03/06/2018	(I)	Common Stock	22.452	\$0.00	259.243	D	
Dividend Equivalent Rights	(I)	03/06/2018		A		19.751		03/06/2018	(I)	Common Stock	19.751	\$0.00	278.994	D	

Explanation of Responses:

1. The dividend equivalent rights accrued in respect of performance rights (for which the performance rating was determined on February 3, 2016) when and as quarterly dividends were paid on Fluor common stock. Each dividend equivalent right represents a contingent right to receive one share of Fluor common stock.

Remarks:

/s/ Eric P. Helm by Power of Attorney 05/31/2018

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.