**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**Form: Direct (D) or Indirect (I) (Instr. 3)**

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

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**1. Name and Address of Reporting Person:**

OLIVERA ARMANDO J

C/O FLUOR CORPORATION

6700 LAS COLINAS BOULEVARD

IRVING, TX 75039

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**2. Issuer Name and Ticker or Trading Symbol:**

FLUOR CORP [ FLR ]

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**3. Date of Earliest Transaction (Month/Day/Year):**

01/03/2020

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**4. If Amendment, Date of Original Filed (Month/Day/Year):**

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**5. Relationship of Reporting Person(s) to Issuer (Check all applicable):**

- X Director 10% Owner
- Officer (give title below) Other (specify below)

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Phantom Stock Units</strong></td>
<td><strong>(1)</strong></td>
<td>01/03/2020</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Phantom Stock Units</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Each phantom stock unit is the economic equivalent of one share of Fluor common stock.

2. These phantom stock units were acquired under the Fluor Corporation 409A Director Deferred Compensation Program (the "Program") through the crediting of dividends and are to be settled in cash. Distributions will be made, at the election of the reporting person, either (i) in the distribution year specified by the reporting person, or (ii) upon the reporting person's termination of service as a director, death or disability, in a single lump sum payment or annual installment payments over a period of two to ten years. The reporting person may transfer the phantom stock units into an alternative investment at any time. However, unvested units granted as matching contributions under the Program shall be forfeited by the reporting person to the extent attributable to the transferred units.

**Remarks:**

/s/ Eric P. Helm by Power of Attorney

Date: 01/06/2020

**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).


**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.**