**United States Securities and Exchange Commission**

**Form 4**

**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

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

BERKERY ROSEMARY T

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)**

04/02/2020

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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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>4A. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>4B. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>5. Title and Amount of Derivative Security (Instr. 3 and 4)</th>
<th>6. Price of Derivative Security (Instr. 5)</th>
<th>7. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>8. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>9. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Units</td>
<td>(3)</td>
<td>04/02/2020</td>
<td>A</td>
<td>183.6745</td>
<td>(2)</td>
<td>(2)</td>
<td>Common Stock</td>
<td>183.6745</td>
<td>$6.2</td>
<td>11,571,493</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Each phantom stock unit is the economic equivalent of one share of Fluor common stock.
2. These phantom 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 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:**

\[\text{Signature of Reporting Person} \quad 04/06/2020\]

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).

**Signature of Reporting Person**

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**Note:**

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.