

GILBERT H STEVEN
 Form 4/A
 March 10, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 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 *
GILBERT H STEVEN

(Last) (First) (Middle)

C/O FLUOR CORPORATION, ONE ENTERPRISE DRIVE

(Street)

ALISO VIEJO, CA 92656

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLUOR CORP [FLR]

3. Date of Earliest Transaction
 (Month/Day/Year)
03/08/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
03/08/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior V.P.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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
Common Stock	03/08/2005		M		4,224	A	\$ 33.9811
Common Stock	03/08/2005		M		4,224	A	\$ 36.8937
Common Stock	03/08/2005		M		5,775	A	\$ 45.275
Common Stock	03/08/2005		M		3,750	A	\$ 29.6
Common Stock	03/08/2005		S		17,973	D	\$ 59
							45,041
							49,265
							55,040
							58,790
							40,817

Edgar Filing: GILBERT H STEVEN - Form 4/A

Common Stock	03/09/2005	S	288	D	\$ 58.82	40,529	D
Common Stock	03/09/2005	S	2,300	D	\$ 58.77	38,229	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.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee stock option (right to buy)	\$ 33.9811	03/08/2005		M	4,224	<u>(1)</u> 09/11/2005	Common Stock	4,224
Employee stock option (right to buy)	\$ 36.8937	03/08/2005		M	4,224	<u>(2)</u> 09/09/2006	Common Stock	4,224
Employee stock option (right to buy)	\$ 45.275	03/08/2005		M	5,775	<u>(3)</u> 03/13/2008	Common Stock	5,775
Employee stock option (right to buy)	\$ 29.6	03/08/2005		M	3,750	<u>(4)</u> 02/05/2009	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILBERT H STEVEN C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656			Senior V.P.	

Signatures

/s/ Eric P. Helm by Power of Attorney	03/10/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) The option vested in four equal annual installments beginning on 9/11/1996.
 - (2) The option vested in four equal annual installments beginning on 09/09/1997.
 - (3) The option vests in four equal annual installments beginning on 3/13/2002.
 - (4) The option vests in four equal annual installments beginning on 2/5/03.

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.