

FLUOR CORP
Form 4/A
March 10, 2005

FORM 4

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

OMB APPROVAL

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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 *
FAULK JEFFREY L

(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)
Group Executive

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		2,486 A \$ 33.9811	30,782	D
Common Stock	03/08/2005		M		3,407 A \$ 36.8937	34,189	D
Common Stock	03/08/2005		M		3,000 A \$ 45.275	37,189	D
Common Stock	03/08/2005		M		11,250 A \$ 29.6	48,439	D
Common Stock	03/08/2005		M		22,500 A \$ 28.95	70,939	D

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Common Stock	03/08/2005	S	2,843	D	\$ 59	68,096	D
Common Stock	03/08/2005	S	4,900	D	\$ 59.1	63,196	D
Common Stock	03/08/2005	S	500	D	\$ 59.19	62,696	D
Common Stock	03/08/2005	S	1,700	D	\$ 58.5	60,996	D
Common Stock	03/08/2005	S	400	D	\$ 58.58	60,596	D
Common Stock	03/08/2005	S	1,600	D	\$ 58	58,996	D
Common Stock	03/08/2005	S	2,300	D	\$ 57.7	56,696	D
Common Stock	03/08/2005	S	3,300	D	\$ 57.4	53,396	D
Common Stock	03/08/2005	S	1,600	D	\$ 57.41	51,796	D
Common Stock	03/08/2005	S	1,600	D	\$ 57.57	50,196	D
Common Stock	03/08/2005	S	4,400	D	\$ 57.23	45,796	D
Common Stock	03/08/2005	S	4,600	D	\$ 57.6	41,196	D
Common Stock	03/08/2005	S	1,300	D	\$ 57.75	39,896	D
Common Stock	03/08/2005	S	300	D	\$ 57.84	39,596	D
Common Stock	03/08/2005	S	1,300	D	\$ 57.68	38,296	D
Common Stock	03/08/2005	S	3,300	D	\$ 58.2	34,996	D
Common Stock	03/08/2005	S	1,300	D	\$ 58.35	33,696	D
Common Stock	03/08/2005	S	1,700	D	\$ 57.2	31,996	D
Common Stock	03/08/2005	S	3,300	D	\$ 57.15	28,696	D
Common Stock	03/08/2005	S	400	D	\$ 58.72	28,296	D
						303,638	I

Common
Stock401(k)
Plan

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 33.9811	03/08/2005		M	2,486	<u>(1)</u> 09/11/2005	Common Stock 2,486
Employee stock option (right to buy)	\$ 36.8937	03/08/2005		M	3,407	<u>(2)</u> 09/09/1996	Common Stock 3,407
Employee stock option (right to buy)	\$ 45.275	03/08/2005		M	3,000	<u>(3)</u> 03/13/2008	Common Stock 3,000
Employee stock option (right to buy)	\$ 29.6	03/08/2005		M	11,250	<u>(4)</u> 02/05/2009	Common Stock 11,250
Employee stock option (right to buy)	\$ 28.95	03/08/2005		M	22,500	<u>(5)</u> 02/04/2008	Common Stock 22,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAULK JEFFREY L C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656			Group Executive	

Signatures

/s/ Eric P. Helm by Power of Attorney	03/08/2005
<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 9/9/1997.
 - (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.
 - (5) The option vested and became fully exercisable on 7/7/04 as a result of meeting performance-based criteria set forth in the grant.

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.