

FLUOR CORP
Form 4
March 11, 2008

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 *
GILBERT H STEVEN

(Last) (First) (Middle)

C/O FLUOR CORPORATION, 6700
LAS COLINAS BOULEVARD

(Street)

IRVING, TX 75039

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2008

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2008		M		1,040	A	\$ 84.21 27,970
Common Stock	03/07/2008		M		2,245	A	\$ 89.41 30,215
Common Stock	03/07/2008		S		500	D	\$ 140.4 29,715
Common Stock	03/07/2008		S		200	D	\$ 140.4025 29,515
Common Stock	03/07/2008		S		2,100	D	\$ 140.41 27,415

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Common Stock	03/07/2008	S	1,300	D	\$ 140.415	26,115	D	
Common Stock	03/07/2008	S	200	D	\$ 140.42	25,915	D	
Common Stock	03/07/2008	S	300	D	\$ 140.44	25,615	D	
Common Stock	03/07/2008	S	1,154	D	\$ 140.45	24,461	D	
Common Stock	03/07/2008	S	800	D	\$ 140.46	23,661	D	
Common Stock	03/07/2008	S	100	D	\$ 140.5	23,561	D	
Common Stock	03/07/2008	S	100	D	\$ 140.51	23,461	D	
Common Stock	03/07/2008	S	32	D	\$ 140.6	23,429	D	
Common Stock	03/07/2008	S	100	D	\$ 140.68	23,329	D	
Common Stock	03/07/2008	S	3,300	D	\$ 141.72	20,029	D	
Common Stock	03/10/2008	I	1,426.221	D	\$ 132.81	0	I	401(k) Plan

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.

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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)	8. Amount or Number of Shares
	\$ 84.21	03/07/2008		M	1,040	(1) 02/05/2016	Title	1,040

Employee stock option (right to buy)								Common Stock	
Employee stock option (right to buy)	\$ 89.41	03/07/2008	M	2,245	(2)	03/06/2017	Common Stock	2,245	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILBERT H STEVEN C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039			Senior V.P.	

Signatures

/s/ Eric P. Helm by Power of Attorney
03/11/2008

**Signature of Reporting Person Date

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 vests in five equal annual installments beginning on 2/5/07.
- (2) The option vests in five equal annual installments beginning on 3/6/2008.

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.