

FLUOR CORP
Form 4/A
May 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 *
FLUOR PETER J

(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)
05/07/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
05/07/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D)	Price		
Common Stock	05/07/2005		M	366	A \$ 0	34,859	D
Common Stock	05/07/2005		D	366	D \$ 55.08	34,493	D
Common Stock	05/07/2005		A	820 ⁽¹⁾	A \$ 0	35,313	D
Common Stock						117	I Custodian for child

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

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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 Security (Instr. 3 and 4)	Amount of Underlying Shares
					V	(A)	(D)	Date Exercisable		
Restricted units (phantom stock units)	(2)	05/07/2005		M		146	05/07/2005	05/07/2005	Common Stock	146
Restricted units (phantom stock units)	(2)	05/07/2005		M		110	05/07/2005	05/07/2005	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005		M		110	05/07/2005	05/07/2005	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005		A	110		05/07/2006	05/07/2006	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005		A	110		05/07/2007	05/07/2007	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005		A	110		05/07/2008	05/07/2008	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005		A	110		05/07/2009	05/07/2009	Common Stock	110

Restricted units (phantom stock units)								Common Stock	
Restricted units (phantom stock units)	(2)	05/07/2005	A	110	05/07/2010	05/07/2010		Common Stock	11
Phantom stock units	(3)	05/09/2005	A	42.8816	(3)	(3)		Common Stock	42.8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLUOR PETER J C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656	X			

Signatures

/s/ Eric P. Helm by Power of Attorney
Date: 05/10/2005

**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) Acquired as restricted stock under 2000 Director Stock Plan. Shares vest in five equal annual installments beginning on 5/7/2006.
- (2) Each restricted unit represents a contingent right to receive the cash value of one share of Fluor common stock.

These phantom units were acquired under the Fluor Corporation Deferred Directors' Fees Program and are to be settled in cash 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 twenty years. Units are immediately exercisable because they may be transferred into an alternative investment. However, up to 8.6 shares would be forfeited upon such transfer prior to January 1, 2010.

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.