

FLUOR CORP  
Form 4  
March 17, 2003

OMB APPROVAL

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

O Check this box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
See Instruction 1(b).

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**1. Name and Address of Reporting**

**Person\*** (*Last, First, Middle*) **2. Issuer Name and Ticker or**

**Trading Symbol 3. I.R.S. Identification Number of Reporting**

**Person, if an entity** (*Voluntary*) Hackett, James, T.

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Fluor Corporation (FLR)

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c/o Fluor Corporation One Enterprise Drive

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4. Statement for Month/Day/Year 5. If Amendment, Date of Original (Month/Day/Year) 03/13/2003

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(Street) 6. Relationship of Reporting Person(s)

to Issuer (Check All Applicable) 7. Individual or Joint/Group Filing

(Check Applicable Line) Aliso Viejo, CA 92656

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(City) (State) (Zip) ☒ Director ☐ 10% Owner ☒ Form filed by One Reporting Person ☐ Officer (give title below) ☐  
Form filed by More than One Reporting Person ☐ Other (specify below)

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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).

## 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

Transactions(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 03/14/2003 M(1) 200 A

Common Stock 03/14/2003 D(1) 200 D 32.31 3,000 D

**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)

**Code V (A) (D)**

Restricted units (phantom stock units)	1-for-1	03/14/2003	M	200
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Phantom stock units	1-for-1	03/13/2003	A(2)	158.78
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned - Continued**  
*(e.g., puts, calls, warrants, options, convertible securities)*


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**6. Date Exercisable and Expiration Date**  
*(Month/Day/Year)* **7. Title and Amount of Underlying Securities**  
*(Instr. 3 and 4)* **8. Price of Derivative Security**  
*(Instr. 5)* **9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)**  
*(Instr. 4)* **10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)**  
*(Instr. 4)* **11. Nature of Indirect Beneficial Ownership**  
*(Instr. 4)*

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**Date**  
**Exercisable Expiration**  
**Date Title Amount or**  
**Number of**  
**Shares**

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03/14/2003 03/14/2003 Common Stock 200 --

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Immed(2) (2) Common Stock 158.78 -- 4,519.08 D

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**Explanation of Responses:**

(1)Cash settlement of restricted units pursuant to the terms of the Plan.

(2)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. Units are described as immediately exercisable because they may be transferred into an alternative investment. However, up to 31.76 shares would be forfeited upon such transfer prior to January 1, 2008.

/s/ Eric P. Helm 3/17/2003

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**\*\*Signature of Reporting Person**

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**Date**

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**\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.**