RENWICK ROBIN W Form 4 April 03, 2003

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden

hours per response...0.5

# 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).

See histraction 1(b).
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) Renwick, Robin, W.
Fluor Corporation (FLR)
c/o Fluor Corporation One Enterprise Drive

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

(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

(City) (Zip) X Director O 10% Owner X Form filed by One Reporting Person O Officer (give title below) O

Form filed by More than One Reporting Person O Other (specify below)

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

# 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)

Phantom stock units 1-for-1 04/01/2003 A(1) 40.989596

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned - Continued
(e.g., puts, calls, warrants, options, convertible securities)

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)

Date

**Exercisable Expiration** 

Date Title Amount or

Number of

**Shares** 

Immed(1) (1) Common Stock 40.989596 -- 8984.389712

#### **Explanation of Responses:**

(1) 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.

/s/ Eric P. Helm 4/3/2003

\*\*Signature of Reporting Person

Date

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<sup>\*\*</sup> 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.