

FLUOR CORP  
Form 4/A  
March 14, 2005

**FORM 4**

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

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GILBERT H STEVEN**

(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Senior V.P.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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		4,224	A	\$ 33.9811	45,041	D
Common Stock	03/08/2005		M		4,224	A	\$ 36.8937	49,265	D
Common Stock	03/08/2005		M		5,775	A	\$ 45.275	55,040	D
Common Stock	03/08/2005		M		3,750	A	\$ 29.6	58,790	D
Common Stock	03/08/2005		S		17,973	D	\$ 59	40,817	D

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Common Stock	03/09/2005	S	288	D	\$ 58.82	40,529	D	
Common Stock	03/09/2005	S	2,300	D	\$ 58.77	38,229	D	
Common Stock						1,444.403	I	401(k) Plan

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

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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee stock option (right to buy)	\$ 33.9811	03/08/2005		M	4,224	<u>(1)</u> 09/11/2005	Common Stock	4,224
Employee stock option (right to buy)	\$ 36.8937	03/08/2005		M	4,224	<u>(2)</u> 09/09/2006	Common Stock	4,224
Employee stock option (right to buy)	\$ 45.275	03/08/2005		M	5,775	<u>(3)</u> 03/13/2008	Common Stock	5,775
Employee stock option (right to buy)	\$ 29.6	03/08/2005		M	3,750	<u>(4)</u> 02/05/2009	Common Stock	3,750

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILBERT H STEVEN C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656			Senior V.P.	

## Signatures

/s/ Eric P. Helm by Power of  
Attorney

03/14/2005

\_\_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) The option vested in four equal annual installments beginning on 9/11/1996.
- (2) The option vested in four equal annual installments beginning on 09/09/1997.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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