

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Precht Victor Lee

(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)
03/10/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President and Controller

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		16,912	A	\$ 25.4948	34,374	D
Common Stock	03/08/2005		S		3,312	D	\$ 58.2	31,062	D
Common Stock	03/08/2005		S		1,300	D	\$ 58.35	29,762	D
Common Stock	03/08/2005		S		1,300	D	\$ 58.72	28,462	D
Common Stock	03/08/2005		S		1,200	D	\$ 58.71	27,262	D

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Common Stock	03/08/2005	S	4,900	D	\$ 58.6	22,362	D	
Common Stock	03/08/2005	S	3,300	D	\$ 58.15	19,062	D	
Common Stock	03/08/2005	S	1,600	D	\$ 58.45	17,462	D	
Common Stock						486.021	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 25.4948	03/08/2005		M	16,912	<u>(1)</u> 12/07/2009	Common Stock 16,912

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Precht Victor Lee C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656	Vice President and Controller

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).

The option vested and became 50% exercisable on 12/29/00 as a result of meeting performance-based criteria set forth in the grant, and
(1) the remaining 50% vested and became exercisable on 2/14/01 as a result of meeting additional performance-based criteria set forth in the grant.

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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