

FLUOR CORP  
Form 4  
May 10, 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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GARDNER DAVID PIERPONT**

(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)

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)
Common Stock	05/07/2005		M	366 A	\$ 0 12,724	D	
Common Stock	05/07/2005		D	366 D	\$ 55.08 12,358	D	
Common Stock	05/07/2005		A	820 <sup>(1)</sup> A	\$ 0 13,178	D	
Common Stock					300	I	Trust <sup>(2)</sup>
Common Stock					85	I	Spouse

# Edgar Filing: FLUOR CORP - Form 4

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

Restricted units (phantom stock units)	(3)	05/07/2005	A	110	05/07/2009	05/07/2009	Common Stock	11
Restricted units (phantom stock units)	(3)	05/07/2005	A	110	05/07/2010	05/07/2010	Common Stock	11
Phantom stock units	(4)	05/09/2005	A	42.8816	(5)	(5)	Common Stock	42.8

## Reporting Owners

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

## Signatures

/s/ Eric P. Helm by Power of  
Attorney  
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) Shares are owned by the Elizabeth F. Gardner Trust FBO Karen Gardner Dee, Shari G. Olmstead, Lisa V. Gardner and Marcine E. Gardner. David P. Gardner is Trustee; does not constitute admission of beneficial ownership.
- (3) Each restricted unit represents a contingent right to receive the cash value of one share of Fluor common stock.
- (4) Phantom stock issuable on a one-to-one basis.

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.