

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PRUEHER JOSEPH W

(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	146 A	\$ 0 2,761	D	
Common Stock	05/07/2005		D	146 D	\$ 55.08 2,595	D	
Common Stock	05/07/2005		A	820 ⁽¹⁾ A	\$ 0 3,415	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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
Restricted units (phantom stock units)	(2)	05/07/2005		M		146		05/07/2005	05/07/2005	Common Stock	146
Restricted units (phantom stock units)	(2)	05/07/2005		A		110		05/07/2006	05/07/2006	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005		A		110		05/07/2007	05/07/2007	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005		A		110		05/07/2008	05/07/2008	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005		A		110		05/07/2009	05/07/2009	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005		A		110		05/07/2010	05/07/2010	Common Stock	110

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRUEHER JOSEPH W 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) Each restricted unit represents a contingent right to receive the cash value of one share of Fluor common stock.

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.