

STEVENS MARK A  
Form 4  
November 05, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STEVENS MARK A

(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)  
11/03/2004

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)  
Group Executive

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/03/2004		M		2,434 A \$ 24.6677	60,882	D
Common Stock	11/03/2004		M		15,160 A \$ 25.4948	76,042	D
Common Stock	11/03/2004		S		1,594 D \$ 45.78	74,448	D
Common Stock	11/03/2004		S		600 D \$ 45.79	73,848	D
Common Stock	11/03/2004		S		500 D \$ 45.74	73,348	D

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Common Stock	11/03/2004	S	200	D	\$ 45.71	73,148	D	
Common Stock	11/03/2004	S	200	D	\$ 45.69	72,948	D	
Common Stock	11/03/2004	S	2,300	D	\$ 45.66	70,648	D	
Common Stock	11/03/2004	S	3,000	D	\$ 45.65	67,648	D	
Common Stock	11/03/2004	S	600	D	\$ 45.64	67,048	D	
Common Stock	11/03/2004	S	3,000	D	\$ 45.6	64,048	D	
Common Stock	11/03/2004	S	200	D	\$ 45.61	63,848	D	
Common Stock	11/03/2004	S	500	D	\$ 45.59	63,348	D	
Common Stock	11/03/2004	S	100	D	\$ 45.5	63,248	D	
Common Stock	11/03/2004	S	600	D	\$ 45.47	62,648	D	
Common Stock	11/03/2004	S	100	D	\$ 45.45	62,548	D	
Common Stock	11/03/2004	S	1,600	D	\$ 45.42	60,948	D	
Common Stock	11/03/2004	S	200	D	\$ 45.41	60,748	D	
Common Stock	11/03/2004	S	400	D	\$ 45.31	60,348	D	
Common Stock	11/03/2004	S	1,900	D	\$ 45.32	58,448	D	
Common Stock						356,912	I	401(k) Plan

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)

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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)	\$ 24.6677	11/03/2004		M		2,434	(1) 12/08/2008	Common Stock	2,434
Employee stock option (right to buy)	\$ 25.4948	11/03/2004		M		15,160	(2) 12/07/2009	Common Stock	15,160

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS MARK A C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656			Group Executive	

## Signatures

/s/ Eric P. Helm by Power of Attorney  
11/05/2004

\*\*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 12/8/99.

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

(2) 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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