

FLUOR CORP  
Form 4  
March 10, 2005

**FORM 4**

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

OMB APPROVAL

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**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)  
03/08/2005

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)  
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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/08/2005		M		5,625 A \$ 45.275	D	
Common Stock	03/08/2005		M		11,250 A \$ 29.6	D	
Common Stock	03/08/2005		M		22,500 A \$ 28.95	D	
Common Stock	03/08/2005		S		2,875 D \$ 59	D	
Common Stock	03/08/2005		S		4,900 D \$ 59.1	D	

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Common Stock	03/08/2005	S	500	D	\$ 59.19	82,163	D	
Common Stock	03/08/2005	S	1,800	D	\$ 58.5	80,363	D	
Common Stock	03/08/2005	S	400	D	\$ 58.58	79,963	D	
Common Stock	03/08/2005	S	1,700	D	\$ 58	78,263	D	
Common Stock	03/08/2005	S	2,300	D	\$ 57.7	75,963	D	
Common Stock	03/08/2005	S	3,400	D	\$ 57.4	72,563	D	
Common Stock	03/08/2005	S	1,700	D	\$ 57.41	70,863	D	
Common Stock	03/08/2005	S	2,000	D	\$ 57.5	68,863	D	
Common Stock	03/08/2005	S	1,700	D	\$ 57.57	67,163	D	
Common Stock	03/08/2005	S	4,300	D	\$ 57.23	62,863	D	
Common Stock	03/08/2005	S	3,300	D	\$ 57.6	59,563	D	
Common Stock	03/08/2005	S	1,300	D	\$ 57.75	58,263	D	
Common Stock	03/08/2005	S	300	D	\$ 57.84	57,963	D	
Common Stock	03/08/2005	S	1,300	D	\$ 57.68	56,663	D	
Common Stock	03/08/2005	S	1,300	D	\$ 57.6	55,363	D	
Common Stock	03/08/2005	S	300	D	\$ 57.61	55,063	D	
Common Stock	03/08/2005	S	4,000	D	\$ 57.68	51,063	D	
Common Stock						354,196	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)

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**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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee stock option (right to buy)	\$ 45.275	03/08/2005		M	5,625	<u>(1)</u> 03/13/2008	Common Stock	5,625
Employee stock option (right to buy)	\$ 29.6	03/08/2005		M	11,250	<u>(2)</u> 02/05/2009	Common Stock	11,250
Employee stock option (right to buy)	\$ 28.95	03/08/2005		M	22,500	<u>(3)</u> 02/04/2008	Common Stock	22,500

## 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  
03/10/2005  
\*\*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).

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- (1) The option vests in four equal annual installments beginning on 3/13/2002.
- (2) The option vests in four equal annual installments beginning on 2/5/03.
- (3) The option vested and became fully exercisable on 7/7/04 as a result of meeting performance-based criteria set forth in the grant.

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