

FLUOR CORP  
Form 4/A  
May 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 \*  
FLUOR PETER J

(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)  
05/07/2005

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)	(A) or (D)	5. Amount or Price	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 34,859	D	
Common Stock	05/07/2005		D	366	D	\$ 55.08 34,493	D	
Common Stock	05/07/2005		A	820 <sup>(1)</sup>	A	\$ 0 35,313	D	
Common Stock						117	I	Custodian for child

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 number.

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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 Security (Instr. 3 and 4)	Amount of Underlying Shares
					V	(A)	(D)	Date Exercisable		
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		M		110	05/07/2005	05/07/2005	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005		M		110	05/07/2005	05/07/2005	Common Stock	110
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

