

BOECKMANN ALAN L

Form 4

November 14, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOECKMANN ALAN L

(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)
11/10/2005

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)

Chairman and CEO

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	(A) or (D) Price			
Common Stock ⁽¹⁾	11/10/2005		S		300	D \$ 68.49	325,757	D	
Common Stock	11/10/2005		S		300	D \$ 68.31	325,457	D	
Common Stock	11/10/2005		S		200	D \$ 68.32	325,257	D	
Common Stock	11/10/2005		S		2,300	D \$ 68.1	322,957	D	
Common Stock	11/10/2005		S		800	D \$ 68.13	322,157	D	

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Common Stock	11/10/2005	S	200	D	\$ 68.19	321,957	D	
Common Stock	11/10/2005	S	300	D	\$ 68.2	321,657	D	
Common Stock	11/10/2005	S	300	D	\$ 68.18	321,357	D	
Common Stock	11/10/2005	S	300	D	\$ 68.14	321,057	D	
Common Stock	11/10/2005	S	1,700	D	\$ 68.17	319,357	D	
Common Stock	11/10/2005	S	1,000	D	\$ 68.16	318,357	D	
Common Stock	11/10/2005	S	200	D	\$ 68.24	318,157	D	
Common Stock	11/10/2005	S	200	D	\$ 68.26	317,957	D	
Common Stock	11/10/2005	S	200	D	\$ 68.25	317,757	D	
Common Stock	11/10/2005	S	1,700	D	\$ 68.28	316,057	D	
Common Stock	11/10/2005	S	500	D	\$ 68.29	315,557	D	
Common Stock	11/10/2005	S	500	D	\$ 68.3	315,057	D	
Common Stock						2,672.294	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)

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)		Title

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						Date Exercisable	Expiration Date		Amount or Number of Shares
Employee stock option (right to buy)	\$ 28.95	11/10/2005		M	40,000	<u>(2)</u>	02/04/2008	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOECKMANN ALAN L C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656	X		Chairman and CEO	

Signatures

/s/ Eric P. Helm by Power of
Attorney

11/14/2005

__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) This Form 4 is the second of two Form 4's being filed to reflect transactions which occurred on 11/10/2005.
- (2) The option vested and became fully exercisable on 7/7/04 as a result of meeting 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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