

STEVENS MARK A
Form 4
November 05, 2004

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

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(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
____X____ Officer (give title below) ____ Other (specify below)

Group Executive

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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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(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		<u>(1)</u>	12/08/2008	Common Stock	2,434
Employee stock option (right to buy)	\$ 25.4948	11/03/2004		M		15,160		<u>(2)</u>	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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