

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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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 \*  
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) | 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) |                     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                     |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |                     |
| 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.

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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 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              |

|  |     |            |   |         |            |            |  |              |      |
|--|-----|------------|---|---------|------------|------------|--|--------------|------|
| Restricted units (phantom stock units) |     |            |   |         |            |            |  | Common Stock |      |
| Restricted units (phantom stock units) | (2) | 05/07/2005 | A | 110     | 05/07/2010 | 05/07/2010 |  | Common Stock | 11   |
| Phantom stock units                    | (3) | 05/09/2005 | A | 42.8816 | (3)        | (3)        |  | Common Stock | 42.8 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FLUOR PETER J<br>C/O FLUOR CORPORATION<br>ONE ENTERPRISE DRIVE<br>ALISO VIEJO, CA 92656 | X             |           |         |       |

## Signatures

/s/ Eric P. Helm by Power of Attorney  
Date: 05/10/2005

\*\*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).
- (1) Acquired as restricted stock under 2000 Director Stock Plan. Shares vest in five equal annual installments beginning on 5/7/2006.
- (2) Each restricted unit represents a contingent right to receive the cash value of one share of Fluor common stock.

These phantom units were acquired under the Fluor Corporation Deferred Directors' Fees Program and are to be settled in cash upon the reporting person's termination of service as a director, death or disability in a single lump sum payment or annual installment payments over a period of two to twenty years. Units are immediately exercisable because they may be transferred into an alternative investment. However, up to 8.6 shares would be forfeited upon such transfer prior to January 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.