

FLUOR CORP
Form 4/A
June 11, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Constable David E

(Last) (First) (Middle)

C/O FLUOR CORPORATION, 6700
LAS COLINAS BOULEVARD

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
FLUOR CORP [FLR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/02/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title ___ Other (specify
below) below)

Group President

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/01/2008		M		1,744 A \$ 89.41	10,394	D
Common Stock	04/01/2008		M		693 A \$ 84.21	11,087	D
Common Stock	04/01/2008		S		2,000 D \$ 147.504	9,087	D
Common Stock	04/01/2008		S		100 D \$ 147.45	8,987	D
Common Stock	04/01/2008		S		337 D \$ 147.49	8,650	D

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Common Stock	04/01/2008	S	810	D	\$ 148.04	7,840	D	
Common Stock	04/01/2008	S	415	D	\$ 148.05	7,425	D	
Common Stock	04/01/2008	S	200	D	\$ 148.06	7,225	D	
Common Stock	04/01/2008	S	200	D	\$ 148.07	7,025	D	
Common Stock	04/01/2008	S	300	D	\$ 148.08	6,725	D	
Common Stock						250.545	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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 89.41	04/01/2008		M	1,744	⁽¹⁾ 03/06/2017	Common Stock	1,744
Employee stock option (right to buy)	\$ 84.21	04/01/2008		M	693	⁽²⁾ 02/05/2016	Common Stock	693

