FLUOR CORP Form 4 April 05, 2005

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

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

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

FLUOR CORP [FLR] 3. Date of Earliest Transaction

> _X__ Director X_ Officer (give title

10% Owner Other (specify

C/O FLUOR CORPORATION, ONE 04/01/2005

ENTERPRISE DRIVE

(Month/Day/Year)

below)

Chairman and CEO 6. Individual or Joint/Group Filing(Check

(Check all applicable)

(Street)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ALISO VIEJO, CA 92656

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1)	04/01/2005		M	30,000	A	\$ 28.95	345,845	D	
Common Stock (1)	04/01/2005		S	14,000	D	\$ 56	331,845	D	
Common Stock (1)	04/01/2005		S	1,400	D	\$ 56.09	330,445	D	
Common Stock (1)	04/01/2005		S	500	D	\$ 56.15	329,945	D	
Common Stock (1)	04/01/2005		S	4,100	D	\$ 56.25	325,845	D	

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Common Stock (1)	04/01/2005	S	500	D	\$ 56.33	325,345	D	
Common Stock (1)	04/01/2005	S	100	D	\$ 56.24	325,245	D	
Common Stock (1)	04/01/2005	S	2,100	D	\$ 56.34	323,145	D	
Common Stock (1)	04/01/2005	S	800	D	\$ 56.28	322,345	D	
Common Stock (1)	04/01/2005	S	1,000	D	\$ 56.3	321,345	D	
Common Stock (1)	04/01/2005	S	100	D	\$ 56.32	321,245	D	
Common Stock (1)	04/01/2005	S	4,900	D	\$ 56.35	316,345	D	
Common Stock (1)	04/01/2005	S	200	D	\$ 56.36	316,145	D	
Common Stock (1)	04/01/2005	S	200	D	\$ 56.37	315,945	D	
Common Stock (1)	04/01/2005	S	100	D	\$ 56.39	315,845	D	
Common Stock (1)						2,700.409	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	2.	3. Transaction Date	3A. Deemed	4.	5. N	lumber of	6. Date Exerc	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Sec	urities	(Month/Day/	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		uired (A)				
	Derivative				or D	Disposed of				
	Security				(D)					
						tr. 3, 4,				
					and	5)				
										Amount
							Date	Expiration	TC:41	or
							Exercisable	e Date	Title	Number
				Code V	(A)	(D)				of Shares
Employee	\$ 28.95	04/01/2005		M		30,000	(2)	02/04/2008	Common Stock	30,000
stock									SIOCK	

option (right to buy) (1)

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	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

04/05/2005

**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) Transaction is pursuant to a Rule 10b5-1 pre-arranged trading plan adopted on 3/18/05.
- (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. 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.

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