MCNAMARA ROBERT A
Form 4/A
March 15, 2005

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCNAMARA ROBERT 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)
03/08/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
03/10/2005

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 (1)	03/08/2005		S		800	D	$ 58.71	41,373	D	
Common Stock	03/08/2005		S		3,400	D	$ 58.15	37,973	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	$ 36.678	03/08/2005		M			4,224	(2)	03/10/2007	Common Stock	4,224
Employee stock option (right to buy)	$ 24.6677	03/08/2005		M			4,868	(3)	12/08/2008	Common Stock	4,868
Employee stock option (right to buy)	$ 25.4948	03/08/2005		M			20,284	(4)	12/07/2009	Common Stock	20,284
Employee stock option (right to buy)	$ 45.275	03/08/2005		M			5,625	(5)	03/13/2008	Common Stock	5,625
Employee stock option (right to buy)	$ 29.6	03/08/2005		M			11,250	(6)	02/05/2009	Common Stock	11,250
Employee stock option (right to buy)	$ 28.95	03/08/2005		M			22,500	(7)	02/04/2008	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships

Director	10% Owner	Officer	Other

MCNAMARA ROBERT A
C/O FLUOR CORPORATION
ONE ENTERPRISE DRIVE
ALISO VIEJO, CA 92656

Group Executive

Signatures

/s/ Eric P. Helm by Power of Attorney	03/15/2005
**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 amend the original Form 4 filed on March 10, 2005. The purpose of amending the original Form 4 filed on March 10, 2005 is to add the sale detail for the last three trades.

(2) The option vested in four equal annual installments beginning on 3/10/1998.

(3) The option vested in four equal annual installments beginning on 12/8/1999.

(4) 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 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.

(5) The option vests in four equal annual installments beginning on 3/13/2002.

(6) The option vests in four equal annual installments beginning on 2/5/03.

(7) 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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