

FLUOR CORP  
Form 4  
March 11, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
GILBERT H STEVEN

(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)  
03/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior V.P.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2008		M		1,040	A	\$ 84.21 27,970
Common Stock	03/07/2008		M		2,245	A	\$ 89.41 30,215
Common Stock	03/07/2008		S		500	D	\$ 140.4 29,715
Common Stock	03/07/2008		S		200	D	\$ 140.4025 29,515
Common Stock	03/07/2008		S		2,100	D	\$ 140.41 27,415

Edgar Filing: FLUOR CORP - Form 4

Common Stock	03/07/2008	S	1,300	D	\$ 140.415	26,115	D	
Common Stock	03/07/2008	S	200	D	\$ 140.42	25,915	D	
Common Stock	03/07/2008	S	300	D	\$ 140.44	25,615	D	
Common Stock	03/07/2008	S	1,154	D	\$ 140.45	24,461	D	
Common Stock	03/07/2008	S	800	D	\$ 140.46	23,661	D	
Common Stock	03/07/2008	S	100	D	\$ 140.5	23,561	D	
Common Stock	03/07/2008	S	100	D	\$ 140.51	23,461	D	
Common Stock	03/07/2008	S	32	D	\$ 140.6	23,429	D	
Common Stock	03/07/2008	S	100	D	\$ 140.68	23,329	D	
Common Stock	03/07/2008	S	3,300	D	\$ 141.72	20,029	D	
Common Stock	03/10/2008	I	1,426.221	D	\$ 132.81	0	I	401(k) Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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
	\$ 84.21	03/07/2008		M	1,040	(1) 02/05/2016	Title	1,040

Employee  
stock  
option  
(right to  
buy)

Common  
Stock

Employee  
stock  
option  
(right to  
buy)

\$ 89.41 03/07/2008

M

2,245

(2)

03/06/2017

Common  
Stock 2,245

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILBERT H STEVEN C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039			Senior V.P.	

## Signatures

/s/ Eric P. Helm by Power of  
Attorney

03/11/2008

\*\*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 vests in five equal annual installments beginning on 2/5/07.
  - (2) The option vests in five equal annual installments beginning on 3/6/2008.

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.