FLUOR CORP
Form 4/A
May 20, 2009

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 *
FLUOR PETER J

(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)
05/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
05/08/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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	05/06/2009		A		1,293	A	$ 0	76,343 (1)	D	
Common stock	05/07/2009		M		1,214	A	$ 0	77,557	D	
Common stock	05/07/2009		D		1,214	D	$ 41.71	76,343	D	

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

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number.

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
Restricted stock units	(2)	05/06/2009		A		862		05/07/2010	05/07/2010	Common stock	862
Restricted stock units	(2)	05/07/2009		M			292 (3)	(4)	(4)	Common stock	292 (3)
Restricted stock units	(2)	05/07/2009		M			220 (3)	(5)	(5)	Common stock	220 (3)
Restricted stock units	(2)	05/07/2009		M			128 (3)	(6)	(6)	Common stock	128 (3)
Restricted stock units	(2)	05/07/2009		M			124 (3)	(7)	(7)	Common stock	124 (3)
Restricted stock units	(2)	05/07/2009		M			450 (3)	05/07/2009	05/07/2009	Common stock	450 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLUOR PETER J C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X			

Signatures

/s/ Eric P. Helm by Power of Attorney	05/20/2009
**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) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 37,525 additional shares of stock.

(2) Each restricted stock unit represents a contingent right to receive the cash value of one share of Fluor common stock.

(3) These restricted stock units were adjusted to reflect the company's 2-for-1 stock split which occurred on July 18, 2008.

(4) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning on May 7, 2005.

(5) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning on May 7, 2006.

(6) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning on May 7, 2007.

(7) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning May 7, 2008.

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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