

Watson Peter S
Form 4
May 10, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Watson Peter S

(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)

05/07/2005

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)

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 05/07/2005 | | A | | 1,500 (1) | \$ 0 | 1,500 D |
| Common Stock | 05/07/2005 | | M | | 200 | \$ 0 | 1,700 D |
| Common Stock | 05/07/2005 | | D | | 200 | \$ 55.08 | 1,500 D |
| Common Stock | 05/07/2005 | | A | | 820 | \$ 0 | 2,320 D |

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

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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) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted units (phantom stock units) | (2) | 05/07/2005 | | A | | 200 | | 05/07/2005 | 05/07/2005 | Common Stock | 200 |
| Restricted units (phantom stock units) | (2) | 05/07/2005 | | A | | 200 | | 05/07/2006 | 05/07/2006 | Common Stock | 200 |
| Restricted units (phantom stock units) | (2) | 05/07/2005 | | A | | 200 | | 05/07/2007 | 05/07/2007 | Common Stock | 200 |
| Restricted units (phantom stock units) | (2) | 05/07/2005 | | A | | 200 | | 05/07/2008 | 05/07/2008 | Common Stock | 200 |
| Restricted units (phantom stock units) | (2) | 05/07/2005 | | A | | 200 | | 05/07/2009 | 05/07/2009 | Common Stock | 200 |
| Restricted units | (2) | 05/07/2005 | | M | | 200 | | 05/07/2005 | 05/07/2005 | Common Stock | 200 |

(phantom
stock
units)

Restricted
units

| | | | | | | | | |
|-----------------------------|------------|------------|---|-----|------------|------------|-----------------|-----|
| (phantom stock units) | <u>(2)</u> | 05/07/2005 | A | 110 | 05/07/2006 | 05/07/2006 | Common Stock | 110 |
|-----------------------------|------------|------------|---|-----|------------|------------|-----------------|-----|

Restricted
units

| | | | | | | | | |
|-----------------------------|------------|------------|---|-----|------------|------------|-----------------|-----|
| (phantom stock units) | <u>(2)</u> | 05/07/2005 | A | 110 | 05/07/2007 | 05/07/2007 | Common Stock | 110 |
|-----------------------------|------------|------------|---|-----|------------|------------|-----------------|-----|

Restricted
units

| | | | | | | | | |
|-----------------------------|------------|------------|---|-----|------------|------------|-----------------|-----|
| (phantom stock units) | <u>(2)</u> | 05/07/2005 | A | 110 | 05/07/2008 | 05/07/2008 | Common Stock | 110 |
|-----------------------------|------------|------------|---|-----|------------|------------|-----------------|-----|

Restricted
units

| | | | | | | | | |
|-----------------------------|------------|------------|---|-----|------------|------------|-----------------|-----|
| (phantom stock units) | <u>(2)</u> | 05/07/2005 | A | 110 | 05/07/2009 | 05/07/2009 | Common Stock | 110 |
|-----------------------------|------------|------------|---|-----|------------|------------|-----------------|-----|

Restricted
units

| | | | | | | | | |
|-----------------------------|------------|------------|---|-----|------------|------------|-----------------|-----|
| (phantom stock units) | <u>(2)</u> | 05/07/2005 | A | 110 | 05/07/2010 | 05/07/2010 | Common Stock | 110 |
|-----------------------------|------------|------------|---|-----|------------|------------|-----------------|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Watson Peter S C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656 | X | | | |

Signatures

/s/ Eric P. Helm by Power of
Attorney

05/10/2005

____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) Acquired as restricted stock under 2000 Director Stock Plan. Shares vest in five equal annual installments beginning on 5/7/2005.

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

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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