

FLUOR CORP  
Form 4  
May 22, 2008

**FORM 4**

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

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).

**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 \*  
BOECKMANN ALAN L

(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)  
05/21/2008

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)  
Chairman and CEO

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/21/2008 <sup>(1)</sup>		M		13,604	A	\$ 84.21	303,963	D
Common Stock	05/21/2008		M		14,215	A	\$ 89.41	318,178	D
Common Stock	05/21/2008		S		276	D	\$ 190.4	317,902	D
Common Stock	05/21/2008		S		900	D	\$ 190.42	317,002	D
Common Stock	05/21/2008		S		200	D	\$ 190.45	316,802	D

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Common Stock	05/21/2008	S	300	D	\$ 190.46	316,502	D
Common Stock	05/21/2008	S	300	D	\$ 190.48	316,202	D
Common Stock	05/21/2008	S	800	D	\$ 190.5	315,402	D
Common Stock	05/21/2008	S	300	D	\$ 190.51	315,102	D
Common Stock	05/21/2008	S	300	D	\$ 190.52	314,802	D
Common Stock	05/21/2008	S	115	D	\$ 190.5275	314,687	D
Common Stock	05/21/2008	S	100	D	\$ 190.62	314,587	D
Common Stock	05/21/2008	S	100	D	\$ 190.67	314,487	D
Common Stock	05/21/2008	S	100	D	\$ 190.68	314,387	D
Common Stock	05/21/2008	S	100	D	\$ 190.69	314,287	D
Common Stock	05/21/2008	S	100	D	\$ 190.845	314,187	D
Common Stock	05/21/2008	S	200	D	\$ 190.8475	313,987	D
Common Stock	05/21/2008	S	500	D	\$ 190.85	313,487	D
Common Stock	05/21/2008	S	100	D	\$ 190.855	313,387	D
Common Stock	05/21/2008	S	100	D	\$ 190.86	313,287	D
Common Stock	05/21/2008	S	900	D	\$ 190.89	312,387	D
Common Stock	05/21/2008	S	200	D	\$ 190.9	312,187	D
Common Stock	05/21/2008	S	300	D	\$ 190.91	311,887	D
Common Stock	05/21/2008	S	100	D	\$ 190.915	311,787	D
Common Stock	05/21/2008	S	400	D	\$ 190.92	311,387	D
	05/21/2008	S	100	D	\$ 190.95	311,287	D

Common Stock							
Common Stock	05/21/2008	S	200	D	\$ 191	311,087	D
Common Stock	05/21/2008	S	387	D	\$ 191.01	310,700	D
Common Stock	05/21/2008	S	800	D	\$ 191.02	309,900	D
Common Stock	05/21/2008	S	100	D	\$ 191.0225	309,800	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee stock option (right to buy)	\$ 89.41	05/21/2008		M	14,215	<u>(2)</u>	03/06/2017	Common Stock	14,215
Employee stock option (right to buy)	\$ 84.21	05/21/2008		M	13,604	<u>(3)</u>	02/05/2016	Common Stock	13,604

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOECKMANN ALAN L  
C/O FLUOR CORPORATION  
6700 LAS COLINAS BOULEVARD  
IRVING, TX 75039

X

Chairman and CEO

## Signatures

/s/ Eric P. Helm by Power of  
Attorney

05/22/2008

\_\_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) This Form 4 is the first of four Form 4's being filed to reflect transactions which occurred on 05/21/2008.
  - (2) The option vests in five equal annual installments beginning on 3/6/2008.
  - (3) The option vests in five equal annual installments beginning on 2/5/07.

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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