GILKEY GLENN C Form 4/A April 07, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

GILKEY GLENN C			Symbol					Issuer				
			FLUOR CORP [FLR]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					,				
C/O EL LIOI	•	(Month/Day/Year)					10%					
				3/06/2009				X Officer (give title Other (specify below)				
LAS COLINAS BOULEVARD								Vice President				
(Street)			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)					Applicable Line)					
03/ IRVING, TX 75039				009				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any		3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	03/06/2009			M	488	A	<u>(1)</u>	4,546.5544	D			
Common Stock	03/06/2009			F	169	D	\$ 31.75	4,377.5544	D			
Common								1 454 834	ī	401(k)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

1,454.834

Plan

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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. Transacti Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 8 Underlying Securities (Instr. 3 and 4)	
					(Instr. 3, 4 and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of
				Code V	(A) (D)				Shares
Restricted stock units	<u>(1)</u>	03/06/2009		M	488	03/06/2009	03/06/2009	Common Stock	488

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GILKEY GLENN C C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039

Vice President

Signatures

/s/ Eric P. Helm by Power of Attorney

04/07/2009

**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) Each restricted stock unit represented a contingent right to receive one share of Fluor common stock.
- On July 16, 2008, as the result of Fluor's 2-for-1 stock split in the form of a stock dividend, the reporting person received an additional 732 restricted units.

Remarks:

A footnote has been added to reflect the effect of Fluor's 2-for-1 stock split in the form of a stock dividend.

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.

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