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FLUOR CO Form 4	DRP									
April 28, 20)05									
FORM	ЛД			AND EXCHANGE		OMB A	PPROVAL			
	OMB Number:	3235-028	7							
Check t if no lor subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	nger to 16. or Filed pu ons ntinue.	Washington, D.C. 20549 Number: 3233-021 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: 20 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response C Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1935 or Section 0								
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> HACKETT JAMES T			2. Issuer Name and /mbol LUOR CORP [d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First)	(First) (Middle) 3. Date of Earliest Transaction			(Chech	k an applicabl	e)			
	R CORPORATIONS DRIVE		10nth/Day/Year) 4/27/2005		X_ Director 10% Owner Officer (give title Other (specify below) below)					
			If Amendment, Day/Yea	-	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
ALISO VI	EJO, CA 92656				Person	lore than One R	eporting			
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities A	cquired, Disposed of	, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesFBeneficially(IOwned(I	Ownership orm: Direct O) or Indirect) instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Reminder: Re	port on a separate lin	e for each class	of securities benef	information cont required to resp	or indirectly. spond to the collect tained in this form a ond unless the form ntly valid OMB cont	are not n	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom stock units	<u>(1)</u>	04/27/2005		А		348.8932		(2)	(2)	Common Stock	348.8932

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HACKETT JAMES T C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656	Х							
Signatures								
/s/ Eric P. Helm by Power of Attorney		04/28/200	5					
**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) Phantom stock issuable on a one-to-one basis.

These phantom units were acquired under the Fluor Corporation Deferred Directors' Fees Program and are to be settled in cash upon the reporting person's termination of service as a director, death or disability in a single lump sum payment or annual installment payments

(2) reporting person's termination of service as a director, death of disability in a single famp sum payment of annual instantient payments over a period of two to twenty years. Units are immediately exercisable because they may be transferred into an alternative investment. However, up to 70 shares would be forfeited upon such transfer prior to January 1, 2010.

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.