Edgar Filing: FLUOR CORP - Form 4

FLUOR CO Form 4 May 10, 200 FORM Check th if no lon subject to Section 3 Form 4 Form 5 obligation may con <i>See</i> Instr 1(b).	05 A 4 UNITED STAT uis box ger o STATEMENT 16. or Filed pursuant section 17(a) of 1	TES SECURITIES A Washington COF CHANGES IN SECUI to Section 16(a) of the Public Utility Hol 0(h) of the Investmen	h, D.C. 20 BENEF RITIES he Securit Iding Cor	549 ICIA ties E	LOW Exchang y Act of	NERSHIP OF e Act of 1934, f 1935 or Section	OMB Number: Expires: Estimated a burden hou response	rs per	
(Print or Type	Responses)								
1. Name and A MARTINE	* 2. Issuer Name an Symbol FLUOR CORP					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O FLUO ENTERPRI	3. Date of Earliest T (Month/Day/Year) NE 05/07/2005					X_ Director 10% Owner Officer (give title Other (specify below) below)			
ALISO VIE	4. If Amendment, D Filed(Month/Day/Yea	-	1		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State) (Zip)	Table I - Non-	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any	ution Date, if Transact Code nth/Day/Year) (Instr. 8)	ned 3. 4. Securities Acquired n Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	05/07/2005	M	366 Amount	(D) A	Price \$ 0	9,089.785	D		
Common Stock	05/07/2005	D	366	D	\$ 55.08	8,723.785	D		
Common Stock	05/07/2005	А	820 (1)	А	\$0	9,543.785	D		

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

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

Edgar Filing: FLUOR CORP - Form 4

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)	A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number or 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		М		146	05/07/2005	05/07/2005	Common Stock	146
Restricted units (phantom stock units)	(2)	05/07/2005		М		110	05/07/2005	05/07/2005	Common Stock	110
Restricted units (phantom stock units)	<u>(2)</u>	05/07/2005		М		110	05/07/2005	05/07/2005	Common Stock	110
Restricted units (phantom stock units)	(2)	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)	(2)	05/07/2005		A	110		05/07/2008	05/07/2008	Common Stock	110

Restricted units (phantom stock units)	(2)	05/07/2005	А	110	05/07/2009	05/07/2009	Common Stock	110
Restricted units (phantom stock units)	(2)	05/07/2005	А	110	05/07/2010	05/07/2010	Common Stock	110

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MARTINEZ VILMA S C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656	Х							
Signatures /s/ Eric P. Helm by Power of Attorney		05/10/2003	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) Acquired as restricted stock under 2000 Director Stock Plan. Shares vest in five equal annual installments beginning on 5/7/2006.
- (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. 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.