FLUOR CORP Form 4 June 25, 2008

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 0.5 response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BOECKMANN ALAN L			2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
C/O FLUOR CORPORATION, 6700			06/24/2008	_X_ Officer (give title Other (specify		
LAS COLINAS BOULEVARD				below) below) Chairman and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
IRVING, TX 75039				Form filed by More than One Reportin Person		

(City)	(State)	(Zip) Tabl	e I - Non-D)erivative	Secui	ities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect t Beneficial Ownership (Instr. 4)	
Common Stock (1) (2)	06/24/2008		Code V S	Amount 100	(D) D	Price \$ 193.26	(Instr. 3 and 4) 262,159	D	
Common Stock	06/24/2008		S	100	D	\$ 191.28	262,059	D	
Common Stock	06/24/2008		S	100	D	\$ 194.5	261,959	D	
Common Stock	06/24/2008		S	100	D	\$ 193.55	261,859	D	
Common Stock	06/24/2008		S	100	D	\$ 194.57	261,759	D	

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Common Stock	06/24/2008	S	100	D	\$ 193.58	261,659	D	
Common Stock	06/24/2008	S	100	D	\$ 193.51	261,559	D	
Common Stock	06/24/2008	S	100	D	\$ 192.5	261,459	D	
Common Stock	06/24/2008	S	100	D	\$ 193.47	261,359	D	
Common Stock	06/24/2008	S	100	D	\$ 193.46	261,259	D	
Common Stock	06/24/2008	S	100	D	\$ 193.42	261,159	D	
Common Stock	06/24/2008	S	100	D	\$ 193.44	261,059	D	
Common Stock	06/24/2008	S	100	D	\$ 192.41	260,959	D	
Common Stock	06/24/2008	S	100	D	\$ 193.67	260,859	D	
Common Stock	06/24/2008	S	100	D	\$ 194.64	260,759	D	
Common Stock	06/24/2008	S	100	D	\$ 194.39	260,659	D	
Common Stock	06/24/2008	S	100	D	\$ 194.35	260,559	D	
Common Stock	06/24/2008	S	100	D	\$ 194.36	260,459	D	
Common Stock	06/24/2008	S	100	D	\$ 192.34	260,359	D	
Common Stock						2,586.019	I	401(k) Plan

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

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(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.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene

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Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Number of Shares

Chairman and CEO

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOECKMANN ALAN L

X

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

Signatures

/s/ Eric P. Helm by Power of Attorney

06/25/2008

**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) The sales reported on this Form 4 were effected pursuant to a trading plan adopted on 3/11/2008 that is intended to comply with Rule 10b5-1(c).
- (2) This Form 4 is the second of two Form 4's being filed to reflect transactions which occurred on 6/24/2008.

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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