

STEVENS MARK A
Form 4
November 05, 2004

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 *
STEVENS MARK A

2. Issuer Name and Ticker or Trading Symbol
FLUOR CORP [FLR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O FLUOR CORPORATION, ONE ENTERPRISE DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Group Executive

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

ALISO VIEJO, CA 92656

(City) (State) (Zip)

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	11/03/2004		M		2,434 A \$ 24.6677	60,882	D
Common Stock	11/03/2004		M		15,160 A \$ 25.4948	76,042	D
Common Stock	11/03/2004		S		1,594 D \$ 45.78	74,448	D
Common Stock	11/03/2004		S		600 D \$ 45.79	73,848	D
Common Stock	11/03/2004		S		500 D \$ 45.74	73,348	D

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Common Stock	11/03/2004	S	200	D	\$ 45.71	73,148	D	
Common Stock	11/03/2004	S	200	D	\$ 45.69	72,948	D	
Common Stock	11/03/2004	S	2,300	D	\$ 45.66	70,648	D	
Common Stock	11/03/2004	S	3,000	D	\$ 45.65	67,648	D	
Common Stock	11/03/2004	S	600	D	\$ 45.64	67,048	D	
Common Stock	11/03/2004	S	3,000	D	\$ 45.6	64,048	D	
Common Stock	11/03/2004	S	200	D	\$ 45.61	63,848	D	
Common Stock	11/03/2004	S	500	D	\$ 45.59	63,348	D	
Common Stock	11/03/2004	S	100	D	\$ 45.5	63,248	D	
Common Stock	11/03/2004	S	600	D	\$ 45.47	62,648	D	
Common Stock	11/03/2004	S	100	D	\$ 45.45	62,548	D	
Common Stock	11/03/2004	S	1,600	D	\$ 45.42	60,948	D	
Common Stock	11/03/2004	S	200	D	\$ 45.41	60,748	D	
Common Stock	11/03/2004	S	400	D	\$ 45.31	60,348	D	
Common Stock	11/03/2004	S	1,900	D	\$ 45.32	58,448	D	
Common Stock						356,912	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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 24.6677	11/03/2004		M		2,434	(1) 12/08/2008	Common Stock	2,434
Employee stock option (right to buy)	\$ 25.4948	11/03/2004		M		15,160	(2) 12/07/2009	Common Stock	15,160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS MARK A C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656			Group Executive	

Signatures

/s/ Eric P. Helm by Power of Attorney
11/05/2004

**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 option vested in four equal annual installments beginning on 12/8/99.

The option vested and became 50% exercisable on 12/29/00 as a result of meeting performance-based criteria set forth in the grant, and

(2) the remaining 50% vested and became exercisable on 2/14/01 as a result of meeting additional performance-based criteria set forth in the grant.

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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