

GRIMES KIRK D  
Form 4  
November 16, 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 \*  
GRIMES KIRK D

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)  
11/12/2004

\_\_\_\_ 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

ALISO VIEJO, CA 92656

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/12/2004		M		\$ 54,398	D	
Common Stock	11/12/2004		M		\$ 58,148	D	
Common Stock	11/12/2004		M		\$ 80,648	D	
Common Stock	11/12/2004		S		\$ 78,648	D	
Common Stock	11/12/2004		S		\$ 78,348	D	

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Common Stock	11/12/2004	S	100	D	\$ 46.06	78,248	D
Common Stock	11/12/2004	S	1,000	D	\$ 46.05	77,248	D
Common Stock	11/12/2004	S	1,000	D	\$ 46.02	76,248	D
Common Stock	11/12/2004	S	1,100	D	\$ 46.01	75,148	D
Common Stock	11/12/2004	S	17,000	D	\$ 46	58,148	D
Common Stock	11/12/2004	S	9,375	D	\$ 46.5	48,773	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 required to respond unless the form displays a currently valid OMB control number.**

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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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 45.275	11/12/2004		M	5,625	<u>(1)</u> 03/13/2008	Common Stock	5,625	
Employee stock option (right to buy)	\$ 29.6	11/12/2004		M	3,750	<u>(2)</u> 02/05/2009	Common Stock	3,750	
Employee stock option (right to buy)	\$ 28.95	11/12/2004		M	22,500	<u>(3)</u> 02/04/2008	Common Stock	22,500	

buy)

## Reporting Owners

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

## Signatures

/s/ Eric P. Helm by Power of Attorney

11/16/2004

\_\_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 vests and becomes exercisable in four equal annual installments beginning on 3/13/2002.
- (2) The option vests and becomes exercisable in four equal annual installments beginning on 2/5/03.
- (3) The option vested and became fully exercisable on 7/7/04 as a result of meeting 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. 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.