

FLUOR CORP
Form 4/A
May 17, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOECKMANN ALAN L

(Last) (First) (Middle)

**C/O FLUOR CORPORATION, 6700
LAS COLINAS BOULEVARD**

(Street)

IRVING, TX 75039

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/14/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chairman and CEO

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

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 ⁽¹⁾	05/10/2007		S		100	D \$ 102.66	336,315	D	
Common Stock	05/10/2007		S		400	D \$ 102.65	335,915	D	
Common Stock	05/10/2007		S		100	D \$ 102.64	335,815	D	
Common Stock	05/10/2007		S		500	D \$ 102.63	335,315	D	
Common Stock	05/10/2007		S		600	D \$ 102.61	334,715	D	

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Common Stock	05/10/2007	S	900	D	\$ 102.6	333,815	D
Common Stock	05/10/2007	S	100	D	\$ 102.59	333,715	D
Common Stock	05/10/2007	S	100	D	\$ 102.57	333,615	D
Common Stock	05/10/2007	S	100	D	\$ 102.56	333,515	D
Common Stock	05/10/2007	S	100	D	\$ 102.55	333,415	D
Common Stock	05/10/2007	S	100	D	\$ 102.53	333,315	D
Common Stock	05/10/2007	S	100	D	\$ 102.52	333,215	D
Common Stock	05/10/2007	S	300	D	\$ 102.5	332,915	D
Common Stock	05/10/2007	S	200	D	\$ 102.49	332,715	D
Common Stock	05/10/2007	S	600	D	\$ 102.48	332,115	D
Common Stock	05/10/2007	S	100	D	\$ 102.47	332,015	D
Common Stock	05/10/2007	S	200	D	\$ 102.46	331,815	D
Common Stock	05/10/2007	S	817	D	\$ 102.45	330,998	D
Common Stock	05/10/2007	S	100	D	\$ 102.44	330,898	D
Common Stock	05/10/2007	S	300	D	\$ 102.43	330,598	D
Common Stock	05/10/2007	S	900	D	\$ 102.42	329,698	D
Common Stock	05/10/2007	S	400	D	\$ 102.41	329,298	D
Common Stock	05/10/2007	S	100	D	\$ 102.4	329,198	D
Common Stock	05/10/2007	S	100	D	\$ 102.39	329,098	D
Common Stock	05/10/2007	S	200	D	\$ 102.37	328,898	D
	05/10/2007	S	200	D		328,698	D

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Common Stock					\$ 102.36		
Common Stock	05/10/2007	S	400	D	\$ 102.35	328,298	D
Common Stock	05/10/2007	S	300	D	\$ 102.34	327,998	D
Common Stock	05/10/2007	S	198	D	\$ 102.33	327,800	D
Common Stock	05/10/2007	S	202	D	\$ 102.32	327,598	D

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 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)	\$ 29.6	05/10/2007		M	60,000	(2) 02/05/2009	Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOECKMANN ALAN L C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X		Chairman and CEO	

Signatures

/s/ Eric P. Helm by Power of
Attorney

05/17/2007

__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) This Form 4 is the fifth of six Form 4's being filed to reflect transactions which occurred on 5/10/07.
 - (2) The option vested in four equal annual installments beginning on 2/5/03.

Remarks:

This amendment is being filed to correct the expiration date of the option.

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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