FLUOR CORP Form 4 May 04, 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

(Print or Type Responses)

IRVING, TX 75039

1. Name and Address of Reporting Person * **WOOLSEY SUZANNE**

2. Issuer Name and Ticker or Trading

Symbol

FLUOR CORP [FLR]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2007

C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Α

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Beneficially (Instr. 3, 4 and 5) Owned Following (A)

4. Securities

Reported Transaction(s) or (Instr. 3 and 4) Amount (D) Price

Code V

Common 05/02/2007 Stock

\$0 465 4,355

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

Issuer

below)

X_ Director

Applicable Line)

5. Amount of

Securities

Officer (give title

response... 0.5

10% Owner

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

SEC 1474

(9-02)

Form: Direct

Indirect (I)

(Instr. 4)

D

(D) or

Other (specify

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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. Transacti Code (Instr. 8)	Derivative	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted units (phantom stock units)	<u>(1)</u>	05/02/2007		A	310	(2)	(2)	Common Stock	310	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WOOLSEY SUZANNE C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	X					

Signatures

/s/ Eric P. Helm by Power of Attorney

05/04/2007

**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) Each restricted unit represents a contingent right to receive the cash value of one share of Fluor common stock.
- (2) The restricted stock units vest in five equal annual installments beginning May 7, 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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