FLUOR CORP Form 4 April 04, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

subject to

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)

(Last)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FLUOR CORP [FLR]

(Middle)

(Check all applicable)

C/O FLUOR CORPORATION, 6700

(First)

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

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

04/03/2008 LAS COLINAS BOULEVARD

Chairman and CEO 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

Person

IRVING, TX 75039

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned Following	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	Transaction(s) (Instr. 3 and 4)		
Common stock (1)	04/03/2008		S	100	D	\$ 152.57	311,859	D	
Common stock	04/03/2008		S	100	D	\$ 148.88	311,759	D	
Common stock	04/03/2008		S	100	D	\$ 148.83	311,659	D	
Common stock	04/03/2008		S	100	D	\$ 150.05	311,559	D	
Common stock	04/03/2008		S	100	D	\$ 152.87	311,459	D	

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Common stock	04/03/2008	S	100	D	\$ 152.85	311,359	D	
Common stock	04/03/2008	S	100	D	\$ 148.74	311,259	D	
Common stock	04/03/2008	S	100	D	\$ 150.79	311,159	D	
Common stock	04/03/2008	S	100	D	\$ 151.76	311,059	D	
Common stock	04/03/2008	S	100	D	\$ 152.76	310,959	D	
Common stock	04/03/2008	S	100	D	\$ 152.73	310,859	D	
Common stock	04/03/2008	S	200	D	\$ 152.78	310,659	D	
Common stock	04/03/2008	S	100	D	\$ 152.7	310,559	D	
Common stock	04/03/2008	S	100	D	\$ 148.31	310,459	D	
Common stock	04/03/2008	S	100	D	\$ 153.38	310,359	D	
Common stock						2,632.112	I	401(k) Plan

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.

SEC 1474 (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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

9. Nu

Deriv

Secu

Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

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

Chairman and CEO

Signatures

/s/ Eric P. Helm by Power of Attorney

04/04/2008

**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) This Form 4 is the second of two Form 4's being filed to reflect transactions which occurred on 04/03/2008.

Remarks:

The sales reported on this Form 4 were effected pursuant to a trading plan adopted on 3/11/2008 that is intended to comply wi 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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Reporting Owners 3