FLUOR CORP Form 4 May 16, 2008

## FORM 4

## OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 2005

SECURITIES Estimate burden

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * BOECKMANN ALAN L			2. Issuer Name <b>and</b> 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	()		
C/O FLUOR O		· ·	(Month/Day/Year) 05/15/2008	X Director 10% OwnerX Officer (give title Other (specify below) Chairman and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
IRVING, TX 75039			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-E	<b>Derivative</b>	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. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common stock (1)	05/15/2008		S	100	D	\$ 191.27	297,159	D	
Common stock	05/15/2008		S	100	D	\$ 191.25	297,059	D	
Common stock	05/15/2008		S	100	D	\$ 188.73	296,959	D	
Common stock	05/15/2008		S	100	D	\$ 191.74	296,859	D	
Common stock	05/15/2008		S	100	D	\$ 188.88	296,759	D	

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Common stock	05/15/2008	S	100	D	\$ 189.09	296,659	D	
Common stock	05/15/2008	S	100	D	\$ 190.82	296,559	D	
Common stock	05/15/2008	S	100	D	\$ 190.85	296,459	D	
Common stock	05/15/2008	S	100	D	\$ 189.82	296,359	D	
Common stock	05/15/2008	S	100	D	\$ 189.06	296,259	D	
Common stock	05/15/2008	S	100	D	\$ 190.07	296,159	D	
Common stock	05/15/2008	S	100	D	\$ 191.89	296,059	D	
Common stock	05/15/2008	S	100	D	\$ 190.86	295,959	D	
Common stock	05/15/2008	S	100	D	\$ 192	295,859	D	
Common stock	05/15/2008	S	100	D	\$ 192.31	295,759	D	
Common stock	05/15/2008	S	100	D	\$ 190.37	295,659	D	
Common stock	05/15/2008	S	100	D	\$ 191.36	295,559	D	
Common stock	05/15/2008	S	100	D	\$ 191.33	295,459	D	
Common stock (2)	05/15/2008	S	100	D	\$ 189.45	295,359	D	
Common stock						2,586.969	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene

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Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Number of Shares

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

X Chairman and CEO

Relationships

## **Signatures**

/s/ Eric P. Helm by Power of Attorney

05/16/2008

\*\*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) The sales reported on this Form 4 were effected pursuant to a trading plan adopted on 3/11/2008 that is intended to comply with Rule 10b5-1(c).
- (2) This Form 4 is the second of two Form 4's being filed to reflect transactions which occurred on 05/15/2008.

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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