FLUOR CORP

Form 5

February 14, 2006

## FORM 5

#### **OMB APPROVAL**

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

**OMB** Number:

Expires:

3235-0362 January 31,

2005

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

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1.0

5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

OWNERSHIP OF SECURITIES

Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of PRUEHER JOSEPH		2. Issuer Name <b>and</b> Ticker or Trading Symbol FLUOR CORP [FLR]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (Firs	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 04/02/2004	(Check all applicable)  _X_ Director 10% Owner Officer (give title below) Other (specify below)			
CORPORATION,Â ENTERPRISE DRI						
(Stree	et)	4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			

Filed(Month/Day/Year)

# ALISO VIEJO, CAÂ 92656

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(check applicable line)

(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. Securiti (A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	04/02/2004	Â	P5	1.2484	A	\$ 38.45	1,501.2484	D	Â		
Common Stock	07/02/2004	Â	P5	1.0312	A	\$ 46.74	2,597.2796	D	Â		
Common Stock	10/04/2004	Â	P5	1.0751	A	\$ 44.98	2,598.3547	D	Â		
Common Stock	01/04/2005	Â	P	1.813	A	\$ 53.25	2,600.1677	D	Â		

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Common Stock	04/04/2005	Â	P	1.7353	A	\$ 55.8	2,601.903	D	Â
Common Stock	07/05/2005	Â	P	2.3122	A	\$ 57.15	3,424.2152	D	Â
Common Stock	10/04/2005	Â	P	2.0656	A	\$ 64.15	3,426.2808	D	Â

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 2270** (9-02)

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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 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)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
PRUEHER JOSEPH W C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656	ÂX	Â	Â	Â			

## **Signatures**

/s/ Eric P. Helm by Power of 02/14/2006 Attorney Date

\*\*Signature of Reporting Person

## **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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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