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FLUOR CO Form 4								
January 22,						OMB A	PPROVAL	
	UNITED	STATES SE	CURITIES A Washington,	AND EXCHANGE , D.C. 20549	COMMISSION	OMB Number:	3235-0287	
if no lo subject Section	to STATE N 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						
Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	Filed put ons ntinue. Section 17((a) of the Pub	lic Utility Hole	e Securities Exchanding Company Act Company Act of 1	of 1935 or Sectio	response	. 0.5	
(Print or Type	e Responses)							
1. Name and Address of Reporting Person <u>*</u> FLUOR PETER J			Issuer Name and nbol UOR CORP [I Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Date of Earliest Tr	-	(Cheo	ck all applicable)		
C/O FLUOR CORPORATION, 6700 LAS COLINAS BOULEVARD			onth/Day/Year) /18/2007		X_ Director10% Owner Officer (give titleOther (specify below) below)			
(Street)			f Amendment, Daed(Month/Day/Year	-	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
IRVING, T	ГХ 75039				Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities A	cquired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	SecuritiesIBeneficially0Owned0Following0Reported1Transaction(s)0	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
D . I D		C 1 1	Code V	. /	(Instr. 3 and 4)			
Reminder: Re	eport on a separate line	e for each class c	or securities benef	information cont required to respo	or indirectly. spond to the collect ained in this form ond unless the for ntly valid OMB cor	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

number.

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(Instr. 3)	Price of Derivative Security	rivative		(Instr.	nstr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			D				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom stock units	<u>(1)</u>	01/18/2007		A		32.2872		(2)	(2)	Common Stock	32.2872	:

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FLUOR PETER J C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	Х						
Signatures							
/s/ Eric P. Helm by Power of Attorney	01/22	2/2007					
**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) Phantom stock issuable on a one-to-one basis.

These phantom units were acquired under the Fluor Corporation Deferred Directors' Fees Program and are to be settled in cash upon the reporting person's termination of service as a director, death or disability in a single lump sum payment or annual installment payments

(2) reporting person's termination of service as a director, death of disability in a single tamp sum payment of annual instantion payments over a period of two to twenty years. Units are immediately exercisable because they may be transferred into an alternative investment. However, up to 6.4 shares would be forfeited upon such transfer prior to January 1, 2012.

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.