Wilson Dwayne Andree Form 4 March 08, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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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 See Instruction

1(b).

(Print or Type Responses)

	address of Repo	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			FLUOR CORP [FLR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
6700 LAS COLINAS BLVD.			(Month/Day/Year) 03/06/2007	Director 10% Owner _X_ Officer (give title Other (specify below)  Group President			
(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)			Table I - Non-Derivative Securities Ac	quired Disposed of or Reneficially Owner			

						_			
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	red, 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. Transaction Code (Instr. 8)	Fransactiomr Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8)  (A) or			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	03/06/2007		A	2,610	A	\$ 0	8,246	D	
Common stock	03/07/2007		M	835	A	\$ 29.6	9,081	D	
Common stock	03/07/2007		S	835	D	\$ 89.6237	8,246	D	
Common stock							101.735	I	401(k) Plan

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

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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. Transaction Code (Instr. 8)	Derivative Expiration		6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 89.41	03/06/2007		A	8,720		<u>(1)</u>	03/06/2017	Common stock	8,720
Employee stock option (right to buy)	\$ 29.6	03/07/2007		M		835	(2)	02/05/2009	Common stock	835

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Wilson Dwayne Andree								

6700 LAS COLINAS R

6700 LAS COLINAS BLVD. Group President

IRVING, TX 75039 **Signatures** 

/s/ Eric P. Helm by Power of

Attorney 03/08/2007

\*\*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) The option vests in five equal annual installments beginning on 3/6/2008.

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(2) The option vested in four equal annual installments beginning on 2/5/03.

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