

FISHER LAWRENCE N

Form 4/A

November 16, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FISHER LAWRENCE N

(Last) (First) (Middle)

C/O FLUOR CORPORATION, ONE  
ENTERPRISE DRIVE

(Street)

ALISO VIEJO, CA 92656

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
FLUOR CORP [FLR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/03/2004

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Senior V.P. and Sec

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock <sup>(1)</sup>	11/01/2004		S		2,300	D \$ 45.57	71,037	D	
Common Stock	11/01/2004		S		1,800	D \$ 45.61	69,237	D	
Common Stock	11/01/2004		S		900	D \$ 45.65	68,337	D	
Common Stock	11/01/2004		S		5,200	D \$ 45.97	63,137	D	
Common Stock	11/01/2004		S		1,200	D \$ 45.86	61,937	D	

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Common Stock	11/01/2004	S	700	D	\$ 45.73	61,237	D
Common Stock	11/01/2004	S	100	D	\$ 46.36	61,137	D
Common Stock	11/01/2004	S	900	D	\$ 46.35	60,237	D
Common Stock	11/01/2004	S	900	D	\$ 46.3	59,337	D
Common Stock	11/01/2004	S	1,200	D	\$ 46.25	58,137	D
Common Stock	11/01/2004	S	300	D	\$ 46.22	57,837	D
Common Stock	11/01/2004	S	100	D	\$ 46.26	57,737	D
Common Stock	11/01/2004	S	300	D	\$ 46.31	57,437	D
Common Stock	11/01/2004	S	500	D	\$ 46.4	56,937	D
Common Stock	11/01/2004	S	400	D	\$ 46.39	56,537	D
Common Stock	11/01/2004	S	200	D	\$ 46.33	56,337	D
Common Stock	11/01/2004	S	5,000	D	\$ 46.2	51,337	D
Common Stock	11/01/2004	S	400	D	\$ 46.24	50,937	D
Common Stock	11/01/2004	S	1,000	D	\$ 46.23	49,937	D
Common Stock	11/01/2004	S	400	D	\$ 46.19	49,537	D
Common Stock	11/01/2004	S	1,800	D	\$ 46.16	47,737	D
Common Stock	11/01/2004	S	200	D	\$ 46.14	47,537	D
Common Stock	11/01/2004	S	400	D	\$ 46.03	47,137	D

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

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SEC 1474  
(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FISHER LAWRENCE N C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656	Senior V.P. and Sec

## Signatures

/s/ Eric P. Helm by Power of Attorney  
11/16/2004  
 \_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 amend the original Form 4 filed on November 3, 2004. The purpose of amending the original Form 4 filed on November 3, 2004 is to add the sale detail for each trade.

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.