

FISHER LAWRENCE N
Form 4/A
November 16, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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
 Officer (give title below) Other (specify below)
Senior V.P. and Sec

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock ⁽¹⁾	11/01/2004		M		8,344	A	\$ 24.6677
Common Stock	11/01/2004		M		11,000	A	\$ 29.6
Common Stock	11/01/2004		M		32,500	A	\$ 28.95
Common Stock	11/01/2004		S		950	D	\$ 45.6
Common Stock	11/01/2004		S		500	D	\$ 45.62

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Common Stock	11/01/2004	S	200	D	\$ 45.63	116,737	D
Common Stock	11/01/2004	S	2,700	D	\$ 45.7	114,037	D
Common Stock	11/01/2004	S	800	D	\$ 45.69	113,237	D
Common Stock	11/01/2004	S	300	D	\$ 45.66	112,937	D
Common Stock	11/01/2004	S	1,500	D	\$ 45.78	111,437	D
Common Stock	11/01/2004	S	100	D	\$ 45.76	111,337	D
Common Stock	11/01/2004	S	800	D	\$ 45.74	110,537	D
Common Stock	11/01/2004	S	900	D	\$ 45.75	109,637	D
Common Stock	11/01/2004	S	1,800	D	\$ 45.72	107,837	D
Common Stock	11/01/2004	S	3,500	D	\$ 45.71	104,337	D
Common Stock	11/01/2004	S	4,500	D	\$ 45.8	99,837	D
Common Stock	11/01/2004	S	2,100	D	\$ 45.81	97,737	D
Common Stock	11/01/2004	S	800	D	\$ 45.85	96,937	D
Common Stock	11/01/2004	S	1,800	D	\$ 45.84	95,137	D
Common Stock	11/01/2004	S	600	D	\$ 45.88	94,537	D
Common Stock	11/01/2004	S	900	D	\$ 45.82	93,637	D
Common Stock	11/01/2004	S	3,100	D	\$ 45.83	90,537	D
Common Stock	11/01/2004	S	600	D	\$ 45.87	89,937	D
Common Stock	11/01/2004	S	1,700	D	\$ 45.9	88,237	D
Common Stock	11/01/2004	S	4,400	D	\$ 45.91	83,837	D
	11/01/2004	S	500	D	\$ 45.89	83,337	D

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Common Stock							
Common Stock	11/01/2004	S	2,400	D	\$ 45.93	80,937	D
Common Stock	11/01/2004	S	4,200	D	\$ 45.92	76,737	D
Common Stock	11/01/2004	S	3,200	D	\$ 45.95	73,537	D
Common Stock	11/01/2004	S	200	D	\$ 45.96	73,337	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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee stock option (right to buy)	\$ 24.6677	11/01/2004		M	8,344	<u>(2)</u> 12/08/2008	Common Stock	8,344	
Employee stock option (right to buy)	\$ 29.6	11/01/2004		M	11,000	<u>(3)</u> 02/05/2009	Common Stock	11,000	
Employee stock option (right to buy)	\$ 28.95	11/01/2004		M	32,500	<u>(4)</u> 02/04/2008	Common Stock	32,500	

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 first 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.
 - (2) The option vested in four equal annual installments beginning on 12/8/99.
 - (3) The option vests in four equal annual installments beginning on 2/5/03.
 - (4) The option vested and became fully exercisable on 7/7/2004 as a result of meeting performance-based criteria set forth in the grant.

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.