

MCNAMARA ROBERT A
Form 4/A
March 15, 2005

FORM 4

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

OMB APPROVAL

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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 *
MCNAMARA ROBERT A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O FLUOR CORPORATION, ONE ENTERPRISE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Group Executive

(Street)

ALISO VIEJO, CA 92656

4. If Amendment, Date Original Filed (Month/Day/Year)
03/10/2005

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

(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. 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	(A) or (D)	Price
Common Stock ⁽¹⁾	03/08/2005		M		4,224	A	\$ 36.678
							53,547
Common Stock	03/08/2005		M		4,868	A	\$ 24.6677
							58,415
Common Stock	03/08/2005		M		20,284	A	\$ 25.4948
							78,699
Common Stock	03/08/2005		M		5,625	A	\$ 45.275
							84,324
Common Stock	03/08/2005		M		11,250	A	\$ 29.6
							95,574

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Common Stock	03/08/2005	M	22,500	A	\$ 28.95	118,074	D
Common Stock	03/08/2005	S	5,901	D	\$ 59	112,173	D
Common Stock	03/08/2005	S	9,700	D	\$ 59.1	102,473	D
Common Stock	03/08/2005	S	1,000	D	\$ 59.19	101,473	D
Common Stock	03/08/2005	S	3,600	D	\$ 58.5	97,873	D
Common Stock	03/08/2005	S	800	D	\$ 58.58	97,073	D
Common Stock	03/08/2005	S	900	D	\$ 58.6	96,173	D
Common Stock	03/08/2005	S	1,700	D	\$ 58	94,473	D
Common Stock	03/08/2005	S	12,000	D	\$ 58.05	82,473	D
Common Stock	03/08/2005	S	2,400	D	\$ 57.7	80,073	D
Common Stock	03/08/2005	S	3,300	D	\$ 57.4	76,773	D
Common Stock	03/08/2005	S	1,700	D	\$ 57.41	75,073	D
Common Stock	03/08/2005	S	1,700	D	\$ 57.57	73,373	D
Common Stock	03/08/2005	S	4,300	D	\$ 57.23	69,073	D
Common Stock	03/08/2005	S	4,800	D	\$ 57.6	64,273	D
Common Stock	03/08/2005	S	1,400	D	\$ 57.75	62,873	D
Common Stock	03/08/2005	S	400	D	\$ 57.84	62,473	D
Common Stock	03/08/2005	S	1,400	D	\$ 57.68	61,073	D
Common Stock	03/08/2005	S	100	D	\$ 57.61	60,973	D
Common Stock	03/08/2005	S	10,000	D	\$ 57.7	50,973	D
	03/08/2005	S	1,000	D	\$ 57.8	49,973	D

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Common Stock							
Common Stock	03/08/2005		S	3,400	D	\$ 58.2	46,573 D
Common Stock	03/08/2005		S	1,400	D	\$ 58.35	45,173 D
Common Stock	03/08/2005		S	1,700	D	\$ 57.2	43,473 D
Common Stock	03/08/2005		S	1,300	D	\$ 58.72	42,173 D

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

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(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	Amount or Number of Shares
Employee stock option (right to buy)	\$ 36.678	03/08/2005		M	4,224	<u>(2)</u> 03/10/2007	Common Stock	4,224	
Employee stock option (right to buy)	\$ 24.6677	03/08/2005		M	4,868	<u>(3)</u> 12/08/2008	Common Stock	4,868	
Employee stock option (right to buy)	\$ 25.4948	03/08/2005		M	20,284	<u>(4)</u> 12/07/2009	Common Stock	20,284	
	\$ 45.275	03/08/2005		M	5,625	<u>(5)</u> 03/13/2008		5,625	

Employee stock option (right to buy)								Common Stock	
Employee stock option (right to buy)	\$ 29.6	03/08/2005	M	11,250	<u>(6)</u>	02/05/2009	Common Stock	11,250	
Employee stock option (right to buy)	\$ 28.95	03/08/2005	M	22,500	<u>(7)</u>	02/04/2008	Common Stock	22,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNAMARA ROBERT A C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656			Group Executive	

Signatures

/s/ Eric P. Helm by Power of Attorney

03/15/2005

**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 March 10, 2005. The purpose of amending the original Form 4 filed on March 10, 2005 is to add the sale detail for the last three trades.
- (2) The option vested in four equal annual installments beginning on 3/10/1998.
- (3) The option vested in four equal annual installments beginning on 12/8/1999.
- (4) The option vested and became 50% exercisable on 12/29/00 as a result of meeting performance-based criteria set forth in the grant, and the remaining 50% vested and became exercisable on 2/14/01 as a result of meeting additional performance-based criteria set forth in the grant.
- (5) The option vests in four equal annual installments beginning on 3/13/2002.
- (6) The option vests in four equal annual installments beginning on 2/5/03.
- (7) The option vested and became fully exercisable on 7/7/04 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.