

FLUOR CORP
Form 4/A
May 14, 2007

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 *
Prechtl Victor Lee

(Last) (First) (Middle)

C/O FLUOR CORPORATION, 6700
LAS COLINAS BOULEVARD

(Street)

IRVING, TX 75039

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
05/14/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and Controller

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 (A) or (D) Price		
Common Stock	05/10/2007		M		6,200 A \$ 45.275	D	
Common Stock	05/10/2007		M		7,500 A \$ 28.95	D	
Common Stock	05/10/2007		S		300 D \$ 103.17	D	
Common Stock	05/10/2007		S		500 D \$ 103.16	D	
Common Stock	05/10/2007		S		300 D \$ 103.15	D	

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Common Stock	05/10/2007	S	668	D	\$ 103.14	29,662	D	
Common Stock	05/10/2007	S	1,200	D	\$ 103.13	28,462	D	
Common Stock	05/10/2007	S	2,197	D	\$ 103.12	26,265	D	
Common Stock	05/10/2007	S	410	D	\$ 103.11	25,855	D	
Common Stock	05/10/2007	S	1,100	D	\$ 103.1	24,755	D	
Common Stock	05/10/2007	S	400	D	\$ 103.09	24,355	D	
Common Stock	05/10/2007	S	400	D	\$ 103.08	23,955	D	
Common Stock	05/10/2007	S	900	D	\$ 103.07	23,055	D	
Common Stock	05/10/2007	S	100	D	\$ 103.06	22,955	D	
Common Stock	05/10/2007	S	1,200	D	\$ 103.04	21,755	D	
Common Stock	05/10/2007	S	1,500	D	\$ 103.03	20,255	D	
Common Stock	05/10/2007	S	1,205	D	\$ 103.02	19,050	D	
Common Stock	05/10/2007	S	200	D	\$ 102.99	18,850	D	
Common Stock	05/10/2007	S	120	D	\$ 102.97	18,730	D	
Common Stock	05/10/2007	S	300	D	\$ 102.93	18,430	D	
Common Stock	05/10/2007	S	700	D	\$ 102.92	17,730	D	
Common Stock						479,009	I	401(k) Plan

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)

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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. Pr Deriv Secur (Instr
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 45.275	05/10/2007		M		6,200		<u>(1)</u>	<u>(1)</u>	Common Stock	6,200
Employee stock option (right to buy)	\$ 28.95	05/10/2007		M		7,500		<u>(2)</u>	<u>(2)</u>	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prechtl Victor Lee C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039			Vice President and Controller	

Signatures

/s/ Eric P. Helm by Power of Attorney
05/14/2007

**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 vested in four equal annual installments beginning on 3/13/02.
- (2) 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.