

BOECKMANN ALAN L  
Form 4  
November 14, 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 \*  
BOECKMANN ALAN L

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)  
11/09/2005

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

Chairman and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ALISO VIEJO, CA 92656

(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	11/09/2005		M	40,000 A \$ 28.95	355,057	D	
Common Stock	11/09/2005		S	1,000 D \$ 68	354,057	D	
Common Stock	11/09/2005		S	1,500 D \$ 68.01	352,557	D	
Common Stock	11/09/2005		S	400 D \$ 68.02	352,157	D	
Common Stock	11/09/2005		S	500 D \$ 68.04	351,657	D	

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Common Stock	11/09/2005	S	1,900	D	\$ 68.05	349,757	D
Common Stock	11/09/2005	S	1,000	D	\$ 68.06	348,757	D
Common Stock	11/09/2005	S	5,400	D	\$ 68.08	343,357	D
Common Stock	11/09/2005	S	1,400	D	\$ 68.07	341,957	D
Common Stock	11/09/2005	S	1,600	D	\$ 68.09	340,357	D
Common Stock	11/09/2005	S	200	D	\$ 67.99	340,157	D
Common Stock	11/09/2005	S	200	D	\$ 67.95	339,957	D
Common Stock	11/09/2005	S	700	D	\$ 67.98	339,257	D
Common Stock	11/09/2005	S	9,000	D	\$ 68.1	330,257	D
Common Stock	11/09/2005	S	1,300	D	\$ 68.13	328,957	D
Common Stock	11/09/2005	S	5,000	D	\$ 68.15	323,957	D
Common Stock	11/09/2005	S	600	D	\$ 68.2	323,357	D
Common Stock	11/09/2005	S	600	D	\$ 68.11	322,757	D
Common Stock	11/09/2005	S	100	D	\$ 68.03	322,657	D
Common Stock	11/09/2005	S	1,300	D	\$ 68.12	321,357	D
Common Stock	11/09/2005	S	4,300	D	\$ 68.14	317,057	D
Common Stock	11/09/2005	S	1,100	D	\$ 68.16	315,957	D
Common Stock	11/09/2005	S	700	D	\$ 68.19	315,257	D
Common Stock	11/09/2005	S	200	D	\$ 68.18	315,057	D
Common Stock						2,673.541	D

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 28.95	11/09/2005		M	40,000	<u>(1)</u> 02/04/2008	Common Stock 40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOECKMANN ALAN L C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656	X		Chairman and CEO	

## Signatures

/s/ Eric P. Helm by Power of Attorney  
11/14/2005  
\*\*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) The option vested and became fully exercisable on 7/7/04 as a result of meeting performance-based criteria set forth in the grant.

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