

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

(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)  
 11/10/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <sup>(1)</sup>	11/10/2005		S	300	D \$ 68.49	325,757	D
Common Stock	11/10/2005		S	300	D \$ 68.31	325,457	D
Common Stock	11/10/2005		S	200	D \$ 68.32	325,257	D
Common Stock	11/10/2005		S	2,300	D \$ 68.1	322,957	D
Common Stock	11/10/2005		S	800	D \$ 68.13	322,157	D

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Common Stock	11/10/2005	S	200	D	\$ 68.19	321,957	D	
Common Stock	11/10/2005	S	300	D	\$ 68.2	321,657	D	
Common Stock	11/10/2005	S	300	D	\$ 68.18	321,357	D	
Common Stock	11/10/2005	S	300	D	\$ 68.14	321,057	D	
Common Stock	11/10/2005	S	1,700	D	\$ 68.17	319,357	D	
Common Stock	11/10/2005	S	1,000	D	\$ 68.16	318,357	D	
Common Stock	11/10/2005	S	200	D	\$ 68.24	318,157	D	
Common Stock	11/10/2005	S	200	D	\$ 68.26	317,957	D	
Common Stock	11/10/2005	S	200	D	\$ 68.25	317,757	D	
Common Stock	11/10/2005	S	1,700	D	\$ 68.28	316,057	D	
Common Stock	11/10/2005	S	500	D	\$ 68.29	315,557	D	
Common Stock	11/10/2005	S	500	D	\$ 68.3	315,057	D	
Common Stock						2,672.294	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)

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)		Title

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					Date Exercisable	Expiration Date	Amount or Number of Shares
Employee stock option (right to buy)	\$ 28.95	11/10/2005	M	40,000	(2)	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) This Form 4 is the second of two Form 4's being filed to reflect transactions which occurred on 11/10/2005.
- (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.