

GRIMES KIRK D
Form 4
November 16, 2004

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 *
GRIMES KIRK D

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2004

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

C/O FLUOR CORPORATION, ONE ENTERPRISE DRIVE

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/12/2004 | | M | | 5,625 | A | \$ 45.275 |
| Common Stock | 11/12/2004 | | M | | 3,750 | A | \$ 29.6 |
| Common Stock | 11/12/2004 | | M | | 22,500 | A | \$ 28.95 |
| Common Stock | 11/12/2004 | | S | | 2,000 | D | \$ 46.09 |
| Common Stock | 11/12/2004 | | S | | 300 | D | \$ 46.08 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 11/12/2004 | S | 100 | D | \$ 46.06 | 78,248 | D |
| Common Stock | 11/12/2004 | S | 1,000 | D | \$ 46.05 | 77,248 | D |
| Common Stock | 11/12/2004 | S | 1,000 | D | \$ 46.02 | 76,248 | D |
| Common Stock | 11/12/2004 | S | 1,100 | D | \$ 46.01 | 75,148 | D |
| Common Stock | 11/12/2004 | S | 17,000 | D | \$ 46 | 58,148 | D |
| Common Stock | 11/12/2004 | S | 9,375 | D | \$ 46.5 | 48,773 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | Amount or Number of Shares |
| Employee stock option (right to buy) | \$ 45.275 | 11/12/2004 | | M | 5,625 | <u>(1)</u> 03/13/2008 | Common Stock | 5,625 | |
| Employee stock option (right to buy) | \$ 29.6 | 11/12/2004 | | M | 3,750 | <u>(2)</u> 02/05/2009 | Common Stock | 3,750 | |
| Employee stock option (right to buy) | \$ 28.95 | 11/12/2004 | | M | 22,500 | <u>(3)</u> 02/04/2008 | Common Stock | 22,500 | |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRIMES KIRK D C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656 | | | Group Executive | |

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) The option vests and becomes exercisable in four equal annual installments beginning on 3/13/2002.
- (2) The option vests and becomes exercisable in four equal annual installments beginning on 2/5/03.
- (3) 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.