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| Form 4 | | | | | | | | | | |
|---|---|--|---|--|--|--|---|--|--------------------------|--|
| March 04, 20 | | | | | | | | | PPROVAL | |
| FORM | UNITED | | SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | 3235-0287 | | |
| 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 | | | | | | | | Estimated burden hou response | urs per | |
| (Print or Type R | esponses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Barnard Ray | | | 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, 6700 LAS COLINAS BOULEVARD | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/02/2009 | | | Director 10% Owner X Officer (give title Other (specify below) below) Chief Information Officer | | | | |
| (Street) IRVING, TX 75039 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Tał | ole I - Non- | Derivative | Securities A | Acquired, Disposed | of. or Beneficia | lly Owned | |
| | 2. Transaction Date (Month/Day/Year) | 2A. Deemo Execution any (Month/Da | ed Date, if | 3. Transactio Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, 4 Amount | ies (A) or of (D) | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect | |
| Reminder: Repo | ort on a separate line | e for each cl | ass of sec | urities bene | Perso inform requir | ns who re nation con red to resp nys a curre | or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co | n are not rm | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8 |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | Underlying Securities | Ε |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | S |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | |
|--|------------------------------------|------------|------------------|------------|---|-----------------------|--------------------|-----------------|--|
| | | | | Code V | (A) (D |) Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted stock units | <u>(1)</u> | 03/02/2009 | | А | 3,285 | (2) | (2) | Common Stock | 3,285 |
| Employee stock option (right to buy) | \$ 30.46 | 03/02/2009 | | A | 7,515 | (3) | 03/06/2019 | Common Stock | 7,515 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Barnard Ray C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039 | | | Chief Information Officer | | | | |
| Signatures | | | | | | | |
| /s/ Eric P. Helm by Power of Attorney | 03/04/2009 |) | | | | | |
| **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) Each restricted stock unit represents a contingent right to receive one share of Fluor common stock.

(2) The units vest in three equal installments beginning on 03/06/10.

(3) The option vests in three equal annual installments beginning on 03/06/10.

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.

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