

Watson Peter S
Form 4/A
May 20, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Watson Peter S

(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)
05/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
05/08/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common stock | 05/06/2009 | | A | | 1,293 A \$ 0 | 6,223 (1) | D |
| Common stock | 05/07/2009 | | M | | 1,322 A \$ 0 | 7,545 | D |
| Common stock | 05/07/2009 | | D | | 1,322 D \$ 41.71 | 6,223 | D |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted stock units | <u>(2)</u> | 05/06/2009 | | A | 862 | 05/07/2010 05/07/2010 | Common stock | 862 |
| Restricted stock units | <u>(2)</u> | 05/07/2009 | | M | 220 <u>(3)</u> | <u>(4)</u> <u>(4)</u> | Common stock | 220 <u>(3)</u> |
| Restricted stock units | <u>(2)</u> | 05/07/2009 | | M | 400 <u>(3)</u> | <u>(4)</u> <u>(4)</u> | Common stock | 400 <u>(3)</u> |
| Restricted stock units | <u>(2)</u> | 05/07/2009 | | M | 128 <u>(3)</u> | <u>(5)</u> <u>(5)</u> | Common stock | 128 <u>(3)</u> |
| Restricted stock units | <u>(2)</u> | 05/07/2009 | | M | 124 <u>(3)</u> | <u>(6)</u> <u>(6)</u> | Common stock | 124 <u>(3)</u> |
| Restricted stock units | <u>(2)</u> | 05/07/2009 | | M | 450 <u>(3)</u> | 05/07/2009 05/07/2009 | Common stock | 450 <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Watson Peter S C/O FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039 | X | | | |

Signatures

/s/ Eric P. Helm by Power of Attorney

05/20/2009

**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) On July 16, 2008, the common stock of Fluor Corporation split 2-for-1, resulting in the reporting person's ownership of 2,465 additional shares of stock.
- (2) Each restricted stock unit represents a contingent right to receive the cash value of one share of Fluor common stock.
- (3) These restricted stock units were adjusted to reflect the company's 2-for-1 stock split which occurred on July 18, 2008.
- (4) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning on May 7, 2006.
- (5) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning on May 7, 2007.
- (6) The reporting person is amending the Form 4 originally filed to report this restricted stock unit vesting for the purpose of reflecting the correct vesting dates. The restricted stock units vest in five equal annual installments beginning May 7, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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