HOPKINS JOHN L Form 4/A April 07, 2009

## FORM 4

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2. Issuer Name and Ticker or Trading

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HOPKINS JOHN L			Symbol FLUOR CORP [FLR]				ng	Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check all applicable)								
	R CORPORAT NAS BOULEV		(Month/E 03/06/2	•				DirectorX Officer (give below)		Owner er (specify	
IRVING, T	(Street) X 75039			nth/Day/Ye	Oate Origina ar)	al		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting Pe	rson	
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative	Secui	rities Acq	Person uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Day/Yea	r) Execution		Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	
Common Stock	03/06/2009			M	1,298	A	<u>(1)</u>	44,837.8844	D		
Common Stock	03/06/2009			F	855	D	\$ 31.75	43,982.8844	D		
Common								4,213.6964	I	401(k)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Plan

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#### number.

# 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)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) 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		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	<u>(1)</u>	03/06/2009	M		1,298	03/06/2009	03/06/2009	Common Stock	1,298

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## **Reporting Owners**

Reporting Owner Name / Address	reacton simps							
	Director	10% Owner	Officer	Other				

HOPKINS JOHN L

C/O FLUOR CORPORATION Group
6700 LAS COLINAS BOULEVARD Executive
IRVING, TX 75039

# **Signatures**

/s/ Eric P. Helm by Power of Attorney

04/07/2009

\*\*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 represented a contingent right to receive one share of Fluor common stock.
- On July 16, 2008, as the result of Fluor's 2-for-1 stock split in the form of a stock dividend, the reporting person received an additional 1,947 restricted units.

#### **Remarks:**

A footnote has been added to reflect the effect of Fluor's 2-for-1 stock split in the form of a stock dividend.

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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