Flowers Garry William Form 4 March 10, 2009

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

03/06/2009

Stock

1. Name and A Flowers Ga	2. Issuer Name and Ticker or Trading Symbol FLUOR CORP [FLR]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(coord on approximate)				
6700 LAS O	(Month/Day/Year) 03/06/2009					Director 10% Owner Senior Vice President						
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
IRVING, TX 75039				Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	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)			
Common Stock	03/06/2009			M	488	A	(1)	9,019	D			
Common	03/06/2000			E	240	D	\$	9 770	D			

249

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

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D

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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. Transacti Code (Instr. 8)	5. Number Doof 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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	<u>(1)</u>	03/06/2009		M	2	488	03/06/2009	03/06/2009	Common Stock	488

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Flowers Garry William

6700 LAS COLINAS BOULEVARD

Senior Vice President IRVING, TX 75039

Signatures

/s/ Eric P. Helm by Power of

Attorney 03/10/2009

**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.

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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