

ANDERSON PAUL M
Form 4
March 24, 2003

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden

hours per response...0.5

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

O Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting

Person* (*Last, First, Middle*) **2. Issuer Name and Ticker or**

Trading Symbol 3. I.R.S. Identification Number of Reporting

Person, if an entity (*Voluntary*) Anderson, Paul, M.

Fluor Corporation (FLR)

c/o Fluor Corporation One Enterprise Drive

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4. Statement for Month/Day/Year 5. If Amendment, Date of Original (Month/Day/Year) 03/20/2003

(Street) 6. Relationship of Reporting Person(s)

to Issuer (Check All Applicable) 7. Individual or Joint/Group Filing

(Check Applicable Line) Aliso Viejo, CA 92656

(City) (State) (Zip) ☒ Director ☐ 10% Owner ☒ Form filed by One Reporting Person ☐ Officer (give title below) ☐
Form filed by More than One Reporting Person ☐ Other (specify below)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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

Transactions(s)

(Instr. 3 and 4) 6. Ownership

Form:

Direct (D) or

Indirect (I)

(Instr. 4) 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Code V Amount (A)

or

(D) Price

Common Stock 03/20/2003 A(1) 1,500 A

Common Stock 03/20/2003 M(2) 200 A

Common Stock 03/20/2003 D(2) 200 D 33.17 3,500 D

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)

Code V (A) (D)

Restricted units (phantom stock units)	1-for-1	03/20/2003	A	1,000
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Restricted units (phantom stock units)	1-for-1	03/20/2003	M	200
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned - Continued
(e.g., puts, calls, warrants, options, convertible securities)

**6. Date Exercisable and
Expiration Date**
(Month/Day/Year) **7. Title and Amount
of Underlying Securities**
(Instr. 3 and 4) **8. Price of Derivative
Security**
(Instr. 5) **9. Number of Derivative
Securities Beneficially Owned
Following Reported Transaction(s)**
(Instr. 4) **10. Ownership Form of
Derivative Security:
Direct (D) or Indirect (I)**
(Instr. 4) **11. Nature of
Indirect
Beneficial
Ownership**
(Instr. 4)

Date	Exercisable	Expiration	Date	Title	Amount or	Number of	Shares
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(3)	(3)	Common Stock	1,000	--			
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(3)	(3)	Common Stock	200	--	800	D	
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Explanation of Responses:

(1) Acquired as restricted stock under the Fluor Director Stock Plan in transaction exempt under rule 16b-3. (2) Cash settlement of restricted units pursuant to the terms of the Plan. (3) The restricted units vest in five equal annual installments beginning on 3/20/03.

/s/ Eric P. Helm 3/24/2003

****Signature of Reporting Person**

Date

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.