

Oosterveer Peter W.B.
 Form 3/A
 April 07, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Oosterveer Peter W.B. | | (Month/Day/Year) | FLUOR CORP [FLR] | |
| (Last) | (First) | (Middle) | 03/23/2009 | |
| 6700 LAS COLINAS BOULEVARD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 04/02/2009 |
| IRVING,Â TXÂ 75039 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 6,508.0922 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------------|------------------|-----------------|----------------------------|----------------------------|
| Stock appreciation rights | 02/05/2016 | 02/05/2016 | 1,208 | \$ 42.105 |
| | | | Common Stock | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Oosterveer Peter W.B. 6700 LAS COLINAS BOULEVARD IRVING, TX 75039 | | | Group President | |

Signatures

/s/ Eric P. Helm by Power of Attorney
Date: 04/07/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The original grant on 2/9/2006 was for 755 stock appreciation rights ("rights") which vest over five years. Twenty percent (151 rights) became exercisable on 2/5/07 and were exercised by the reporting person on 10/8/07. On 2/5/08, 151 additional rights became exercisable. On 7/16/08, as the result of Fluor's 2-for-1 stock split in the form of a stock dividend, the reporting person received an additional 604 rights. On 2/5/09 an additional 302 rights became exercisable. The remaining stock appreciation rights become exercisable in two installments of 302 rights on 2/5/2010 and 2/5/2011.

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Remarks:

The Form is being amended to clarify the vesting of the stock appreciation rights and reflect the

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