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STEUERT D	D MICHAEL											
Form 4												
February 03,	2005											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB AI	PROVAL			
	UNITE	D STATES				ND EXC D.C. 205		NGE (COMMISSION	OMB Number:	3235-0287	
Check thi										Expires:	January 31,	
if no long subject to	Set 1 A 1 F	EMENT O	F CHAN	GES IN	GES IN BENEFICIAL OWNERSHIP					Estimated average		
Section 1		SECURITIES							burden hours per			
Form 4 o										response	•	
Form 5 obligation								•	e Act of 1934,			
may cont See Instru	inue. Section I		Public Ut of the In	•		•			f 1935 or Section 40	n		
1(b).	action											
(D. 1												
(Print or Type F	Responses)											
				er Name and Ticker or Trading				g	5. Relationship of Reporting Person(s) to Issuer			
SILCLIU	•	Symbol										
			FLUOR CORP [FLR] (Check all applicable)						;)			
(Last)	(First)	(Middle)	3. Date of		Frai	nsaction				100	-	
C/O FLUOR	R CORPORAT	TON ONE	(Month/D						Director X_ Officer (give		Owner er (specify	
ENTERPRI			02/01/20	105					below)	below)		
LIVILIUIU									Senie	or V.P. & CFO		
				4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed(iled(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person			
ALISO VIE	JO, CA 92656	i							Form filed by N Person			
(City)	(State)	(Zip)	Table	e I - Non-	De	rivative S	ecurit	ties Acc	quired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Executio any			med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of Code (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5)					5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)		
			,			. ,			Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported Transaction(s)			
				<u> </u>			or	D :	(Instr. 3 and 4)			
Common				Code V	V	Amount	(D)	Price				
Common Stock	02/01/2005			А		15,203	А	\$0	58,218	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
STEUERT D MICHAEL C/O FLUOR CORPORATION ONE ENTERPRISE DRIVE ALISO VIEJO, CA 92656			Senior V.P. & CFO					
Signatures								
/s/ Eric P. Helm by Power of Attorney		02/03/2005	5					
**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).

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.