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

☐ 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)
Fluor, Peter, J.
c/o Fluor Corporation
One Enterprise Drive
Aliso Viejo, CA 92656

(Street)

(City)                (State)           (Zip)

2. Issuer Name and Ticker or Trading Symbol
Fluor Corporation (FLR)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year
03/13/2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)
☑ Director  ☐ 10% Owner
☐ Officer (give title below)  ☐ Other (specify below)

7. Individual or Joint/Group Filing
☑ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Page 2
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3a. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Code</th>
<th>(A)</th>
<th>(D)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom stock units</td>
<td></td>
<td>3/13/2003</td>
<td></td>
<td>A(1)</td>
<td>158.78</td>
<td>V</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) These phantom units were acquired under the Fluor Corporation Deferred Directors’ Fees Program and are to be settled in cash upon the reporting person’s termination of service as a director. Units are described as immediately exercisable because they may be transferred into an alternative investment. However, up to 31.76 shares would be forfeited upon such transfer prior to January 1, 2008.

/s/ Eric P. Helm

3/17/2003

**Signature of Reporting Person**

Date


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.