**1. Name and Address of Reporting Person**

OAKLEY RONALD W

C/O FLUOR CORPORATION
ONE ENTERPRISE DRIVE
ALISO VIEJO CA 92656

**2. Issuer Name and Ticker or Trading Symbol**

FLUOR CORP [FLR]

**3. Date of Earliest Transaction (Month/Day/Year)**

11/05/2003

**4. If Amendment, Date of Original Filed (Month/Day/Year)**

11/07/2003

**5. Relationship of Reporting Person(s) to Issuer**

Director

Group Executive

**6. Individual or Joint/Group Filing (Check Applicable Line)**

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

---

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Code</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/05/2003</td>
<td>M</td>
<td>4,224</td>
<td>$24.8475</td>
<td>A</td>
<td>45,344</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/05/2003</td>
<td>M</td>
<td>4,346</td>
<td>$24.6677</td>
<td>A</td>
<td>49,690</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/05/2003</td>
<td>M</td>
<td>20,284</td>
<td>$25.4948</td>
<td>A</td>
<td>69,974</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/05/2003</td>
<td>M</td>
<td>3,750</td>
<td>$29.6</td>
<td>A</td>
<td>73,724</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/05/2003</td>
<td>S</td>
<td>16,300</td>
<td>$36.83</td>
<td>D</td>
<td>57,424</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/05/2003</td>
<td>S</td>
<td>1,304</td>
<td>$36.97</td>
<td>D</td>
<td>56,120</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/05/2003</td>
<td>S</td>
<td>15,000</td>
<td>$36.73</td>
<td>D</td>
<td>41,120</td>
<td>D</td>
</tr>
</tbody>
</table>

**Common Stock**

1,745,7255 I 401(k) Plan

**Common Stock**

2,547,1926 I Retirement Plan

---

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<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>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee stock option (right to buy)</td>
<td>$24.8475</td>
<td>11/05/2003</td>
<td>M</td>
<td>4,224</td>
<td>(1) 12/06/2004</td>
<td>Common Stock 4,224 $0 0 D</td>
<td>Employee stock option (right to buy)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee stock option (right to buy)</td>
<td>$24.6677</td>
<td>11/05/2003</td>
<td>M</td>
<td>4,346</td>
<td>(2) 12/08/2009</td>
<td>Common Stock 4,346 $0 0 D</td>
<td>Employee stock option (right to buy)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Title of Derivative Security (Instr. 3)</td>
<td>2. Conversion or Exercise Price of Derivative Security</td>
<td>3. Transaction Date (Month/Day/Year)</td>
<td>3A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td>4. Transaction Code (Instr. 8)</td>
<td>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</td>
<td>6. Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</td>
<td>8. Price of Derivative Security (Instr. 5)</td>
<td>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>11. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td>------------------------------------------</td>
<td>---------------------------------------------------</td>
<td>-------------------------------------</td>
<td>---------------------------------------------</td>
<td>-----------------------------</td>
<td>--------------------------------------------------------------------------------</td>
<td>-----------------------------------------------</td>
<td>---------------------------------------------</td>
<td>-----------------------------------------------</td>
<td>----------------------------------------------------------------------------------------------------------------------------------</td>
<td>---------------------------------------------------------------------------------------------------------------------------------</td>
<td>----------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Employee stock option (right to buy)</td>
<td>$25.4948</td>
<td>11/05/2003</td>
<td>M</td>
<td>20,284</td>
<td>(3)</td>
<td>12/07/2009</td>
<td>Common Stock 20,284</td>
<td>$0</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Employee stock option (right to buy)</td>
<td>$29.6</td>
<td>11/05/2003</td>
<td>M</td>
<td>3,750</td>
<td>(4)</td>
<td>02/05/2009</td>
<td>Common Stock 3,750</td>
<td>$0</td>
<td>11,250</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

**Explanation of Responses:**
1. The option vested in four equal annual installments beginning on 12/6/95.
2. The option vested in four equal annual installments beginning on 12/8/99.
3. The option vested and became exercisable on 12/10/00 as a result of meeting performance-based criteria set forth in the grant.
4. The option vests in four equal annual installments beginning on 2/5/03.

**Remarks:**


**Signature of Reporting Person Date**

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).


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

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 Number.