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)
   Oakley, Ronald, W.

   c/o Fluor Corporation One Enterprise Drive

   (Street)

   Aliso Viejo, CA 92656

   (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
   03/06/2003

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)
   Group Executive

7. Individual or Joint/Group Filing (Check Applicable Line)
   ☒ 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>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code 4.</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/06/2003</td>
<td>M</td>
<td>3,407 A $25.06329</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/06/2003</td>
<td>S</td>
<td>3,407 D $30.00</td>
<td>33,857 D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>1,809.56(1)</td>
<td>I</td>
<td>401(k) Plan</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>2,809.44(1)</td>
<td>I</td>
<td>Profit-sharing Plan</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Page 2
<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>
</tr>
</thead>
<tbody>
<tr>
<td>employee stock option (right to buy)</td>
<td>$25.06329</td>
<td>03/06/2003</td>
<td>M</td>
<td>V (A)</td>
<td>3,407</td>
</tr>
<tr>
<td>Date Exercisable</td>
<td>Expiration Date</td>
<td>Title</td>
<td>Amount or Number of Shares</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>
</tr>
<tr>
<td>------------------</td>
<td>-----------------</td>
<td>------------</td>
<td>---------------------------</td>
<td>------------------------------------------</td>
<td>---------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>(2) 09/13/2003</td>
<td></td>
<td>Common Stock</td>
<td>3,407</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**


/s/ Lawrence N. Fisher

3/7/2003

**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.

Page 4