**1. Name and Address of Reporting Person** *(Last, First, Middle)*
Fluor, Peter, J.

c/o Fluor Corporation One Enterprise Drive
Aliso Viejo, CA 92656

**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**
04/01/2003

**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 (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>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
</table>

Page 2
<table>
<thead>
<tr>
<th>1. Title of Derivative Security</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>Phantom stock units</td>
<td>1-for-1</td>
<td>04/01/2003</td>
<td>A(1)</td>
<td></td>
<td>316,480,347</td>
</tr>
<tr>
<td>Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td>Title and Amount of Underlying Securities (Instr. 3 and 4)</td>
<td>Price of Derivative Security (Instr. 5)</td>
<td>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td>---------------------------------------------------</td>
<td>---------------------------------------------------------------</td>
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<td>--------------------------------------------------</td>
</tr>
<tr>
<td>Immed(1) (1)</td>
<td>Common Stock 316.480347 --</td>
<td></td>
<td>68914.158922</td>
<td>D</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.

/s/ Eric P. Helm 4/3/2003

**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.