

Dunning David R  
Form 3/A  
April 07, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Dunning David R			03/23/2009		FLUOR CORP [FLR]	
(Last)	(First)	(Middle)				
6700 LAS COLINAS BOULEVARD			4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)			04/02/2009
IRVING, TX 75039			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)			6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	Group President			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,477.2869	D	^
Common Stock	5,873.1539	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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The original grant on 3/4/08 was for 366 units. On 7/16/08, as the result of Fluor's stock split in the form of a stock dividend, the reporting person received an additional 366 units. On 3/6/09 244 units vested and were settled in stock. The remaining units will vest and be settled in stock in two installments of 244 units on 3/6/10 and 3/6/11.

- (6) Each restricted stock unit represents a contingent right to receive one share of Fluor common stock.
- (7) The units vest and will be settled in stock in three installments of 548 units on 3/6/10, 3/6/11 and 3/6/12.

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### Remarks:

This Form is being amended to clarify the vesting of options and units and reflect the effect of

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.