

FLUOR CORP
Form 10-K/A
April 15, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 1-16129

FLUOR CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware

(State or other jurisdiction of incorporation or organization)

33-0927079

(I.R.S. Employer Identification No.)

6700 Las Colinas Boulevard

Irving, Texas

(Address of principal executive offices)

75039

(Zip Code)

469-398-7000

(Registrant's telephone number, including area code)

Title of Each Class

Common Stock, \$.01 par value per share

Name of Each Exchange on Which Registered

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

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Yes No

As of June 30, 2008, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$8.2 billion based on the closing sale price as reported on the New York Stock Exchange.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

| Class | Outstanding at February 20, 2009 |
|---|---|
| Common Stock, \$.01 par value per share | 181,525,896 shares |

DOCUMENTS INCORPORATED BY REFERENCE

| Document | Parts Into Which Incorporated |
|--|--------------------------------------|
| Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held on May 6, 2009 (Proxy Statement) | Part III |

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A amends Fluor Corporation's Annual Report on Form 10-K for the year ended December 31, 2008 (the 2008 10-K) filed with the Securities and Exchange Commission on February 25, 2009. This Amendment is being filed solely to include the conformed signature in the consent of our independent registered public accounting firm, Ernst & Young LLP, which consent is filed herewith as Exhibit 23.1, as the conformed signature was inadvertently not included in the 2008 10-K. No revisions have been made to the form of the consent, to the reports to which the consent relates, to the Fluor Corporation financial statements, or to any other disclosures contained in the 2008 10-K.

The 2008 10-K continues to speak as of the dates provided in the 2008 10-K. This Amendment No. 1, including the certificates filed as exhibits hereto, does not reflect events occurring after the original filing date of the 2008 10-K or otherwise update the disclosures set forth in the 2008 10-K, including the financial statements and notes to financial statements set forth in the 2008 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this annual report on Form 10-K:

3. *Exhibits:* The exhibits that are filed with this Amendment No. 1 are set forth in the Index to Exhibits.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FLUOR CORPORATION

April 15, 2009

By:

/s/ D. MICHAEL STEUERT
D. Michael Steuert,
Senior Vice President and Chief Financial Officer

INDEX TO EXHIBITS

| Exhibit | Description |
|----------------|---|
| 23.1 | Consent of Independent Registered Public Accounting Firm.* |
| 31.1 | Certification of Chief Executive Officer of Fluor Corporation.* |
| 31.2 | Certification of Chief Financial Officer of Fluor Corporation.* |

* New exhibit filed with this report.
