

FLUOR CORP
Form 10-K/A
March 07, 2005

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Form 10-K/A
Amendment No. 1**

(Mark One)

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

For the fiscal year ended December 31, 2004

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)

Delaware

*(State or other jurisdiction of
Incorporation or organization)*

33-0927079

*(I.R.S. Employer
Identification Number)*

**One Enterprise Drive,
Aliso Viejo, California**

(Address of principal executive offices)

92656

(Zip Code)

(949) 349-2000

(Registrant's telephone number, including area code)

Title of Each Class

Name of Each Exchange on Which Registered

Common stock, \$.01 par value

New York Stock Exchange

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

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, 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. No Yes

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No Yes

Based upon the closing price of the registrant's common stock as of June 30, 2004, the aggregate market value of the common stock held by non-affiliates was \$3,905,716,254.

As of March 1, 2005, there were 85,555,812 shares of Fluor common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the registrant's definitive proxy statement for the annual meeting of shareholders to be held on April 27, 2005, which proxy statement will be filed no later than 120 days after the close of the registrant's fiscal year ended December 31, 2004.

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EXPLANATORY NOTE

This Form 10-K/A is being filed solely to attach a revised version of the Consent of Independent Registered Public Accounting Firm attached as Exhibit 23 to the Company's Form 10-K filed with the Securities and Exchange Commission on March 4, 2005. The changes to the Consent of Independent Registered Public Accounting Firm have been made by Ernst & Young LLP, the Company's Independent Registered Public Accounting Firm. No other changes are being made by means of this filing.

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

By: *
D. Michael Steuert,
Senior Vice President
and Chief Financial Officer

March 7, 2005

* The undersigned does hereby sign this Form 10-K/A on behalf of the above-indicated officer of Fluor Corporation pursuant to a power of attorney executed by such officer.

/s/ Eric P. Helm
Eric P. Helm
Attorney-in-Fact

EXHIBIT INDEX

The following exhibit is filed as part of this report on Form 10-K/A:

Exhibit	Description
23	Consent of Independent Registered Public Accounting Firm