

FLUOR CORP

Form S-8 POS

May 20, 2008

As filed with the Securities and Exchange Commission on May 20, 2008

Registration No. 333-120370

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

FLUOR CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

**6700 LAS COLINAS BOULEVARD
IRVING, TEXAS 75039**

(Address of Principal Executive Offices Including Zip Code)

33-0927079

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

FLUOR DANIEL CRAFT EMPLOYEES 401(k) RETIREMENT PLAN

(Full Title of the Plan)

Carlos M. Hernandez, Esq.
Chief Legal Officer and Secretary
Fluor Corporation
6700 Las Colinas Boulevard
Irving, Texas 75039
(469) 398-7000
(Name and Address of Agent For Service)

Copies to:
Ronald O. Mueller, Esq.
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5306
(202) 955-8500

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(469) 398-7000

(Telephone Number, Including Area Code, of Agent for Service)

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

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

EXPLANATORY NOTE

Fluor Corporation (Fluor) registered \$5,000,000 of its common stock, par value \$0.01 per share (the Common Stock), and an indeterminate amount of plan interests for sale under the Fluor Daniel Craft Employees 401(k) Retirement Plan (the Plan), pursuant to the Registration Statement on Form S-8, File No. 333-120370, filed with the Securities and Exchange Commission on November 10, 2004. This Post-Effective Amendment No. 1 is being filed to deregister all plan interests and the remaining shares of Common Stock that have not yet been sold under the Plan.

Accordingly, Fluor hereby withdraws from registration under the Registration Statement on Form S-8, File No. 333-120370, all plan interests and the remaining shares of Common Stock that have not been and will not be sold under the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Fluor Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas, on May 20, 2008.

FLUOR CORPORATION

By: /s/ Carlos M. Hernandez
Carlos M. Hernandez, Esq.
Chief Legal Officer and Secretary

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas, on May 20, 2008.

**FLUOR DANIEL CRAFT EMPLOYEES
401(k) RETIREMENT PLAN**

By: /s/ Pauline Campos
Pauline Campos
Benefits Administrative Committee

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Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Alan L. Boeckmann	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	May 20, 2008
* D. Michael Steuert	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 20, 2008
/s/ Gary G. Smalley Gary G. Smalley	Vice President and Controller (Principal Accounting Officer)	May 20, 2008
Ilesanmi Adesida	Director	
Peter K. Barker	Director	
* Peter J. Fluor	Director	May 20, 2008
* James T. Hackett	Director	May 20, 2008
* Kent Kresa	Director	May 20, 2008
* Vilma S. Martinez	Director	May 20, 2008
* Dean R. O Hare	Director	May 20, 2008
* Joseph W. Prueher	Director	May 20, 2008
* Lord Robin W. Renwick, K.C.M.G.	Director	May 20, 2008

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Signature

Title

Date

Peter S. Watson

Director

*

Suzanne H. Woolsey

Director

May 20, 2008

*By: /s/ Eric P. Helm
Name: Eric P. Helm
Title: Attorney-in-Fact