

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**

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## **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.)

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

(Full Title of the Plan)

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**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)

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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

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



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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