

FLUOR CORP

Form S-8

December 21, 2007

As filed with the Securities and Exchange Commission on December 21, 2007

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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)

**33-0927079**  
(I.R.S. Employer  
Identification No.)

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**6700 Las Colinas Boulevard**  
**Irving, Texas 75039**

**(469) 398-7000**

(Address, including Zip Code, and Telephone Number,  
including Area Code, of Registrant's Principal Executive Offices)

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**FLUOR EXECUTIVE  
DEFERRED COMPENSATION PROGRAM**

(Full Title of 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, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount</b>	<b>Proposed Maximum</b>	<b>Proposed Maximum</b>	<b>Amount of</b>
<b>to be Registered (1)</b>	<b>to be Registered</b>	<b>Offering</b>	<b>Aggregate</b>	<b>Registration</b>
		<b>Price Per</b>	<b>Offering</b>	<b>Fee</b>
		<b>Share</b>	<b>Price (2)</b>	
Deferred Compensation Obligations	\$55,000,000	100%	\$55,000,000	\$1,688.50

(1) The Deferred Compensation Obligations are unsecured obligations of Fluor Corporation to pay deferred compensation in the future in accordance with the terms of the Fluor Executive Deferred Compensation Program.

(2) Calculated solely for purposes hereof pursuant to 457(h).

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**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 is filed pursuant to General Instruction E of Form S-8 for the purpose of registering an additional \$55.0 million of unsecured obligations of the registrant to pay deferred compensation in the future in accordance with the terms of the Fluor Executive Deferred Compensation Program (the Plan ). This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-84790) filed by the registrant with the Securities and Exchange Commission on March 22, 2002 relating to the Plan.

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
5	Opinion of Carlos M. Hernandez, Esq. as to the legality of the securities being registered*
23.1	Consent of Independent Registered Public Accounting Firm*
23.2	Consent of Carlos M. Hernandez, Esq. (contained in Exhibit 5 hereto)
24	Powers of Attorney (included on signature page)

\* Filed herewith.

**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, Texas, on December 21, 2007.

**FLUOR CORPORATION**

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

**POWERS OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Carlos M. Hernandez and Eric P. Helm and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on December 21, 2007.

<b>Signature</b>	<b>Title</b>
/s/ Alan L. Boeckmann Alan L. Boeckmann	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
/s/ D. Michael Steuert D. Michael Steuert	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Victor L. Prechtl Victor L. Prechtl	Vice President and Controller (Principal Accounting Officer)
/s/ Ilesanmi Adesida Ilesanmi Adesida	Director
/s/ Peter K. Barker Peter K. Barker	Director
/s/ Peter J. Fluor Peter J. Fluor	Director

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/s/ James T. Hackett  
James T. Hackett

Director

/s/ Kent Kresa  
Kent Kresa

Director

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/s/ Vilma S. Martinez  
Vilma S. Martinez

Director

/s/ Dean R. O Hare  
Dean R. O Hare

Director

/s/ Joseph W. Prueher  
Joseph W. Prueher

Director

/s/ Lord Robin W. Renwick  
Lord Robin W. Renwick, K.C.M.G.

Director

/s/ Peter S. Watson  
Peter S. Watson

Director

/s/ Suzanne H. Woolsey  
Suzanne H. Woolsey

Director

**EXHIBIT INDEX**

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