

FLUOR CORP  
Form S-8 POS  
February 20, 2008

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

Registration No. 333-148274

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

Washington, D.C. 20549

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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)

**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)

**FLUOR 409A 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 to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Deferred Compensation Obligations	N/A(1)	N/A(1)	N/A(1)	N/A(1)

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(1) This Post-Effective Amendment No. 1 is filed to deregister deferred compensation obligations registered for issuance pursuant to the Fluor 409A Executive Deferred Compensation Program.





**DEREGISTRATION OF CERTAIN SECURITIES**



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Fluor Corporation, a Delaware corporation, is filing this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8, No. 333-148274 (the "Registration Statement") to deregister \$250.0 million of unsecured obligations of the Company to pay deferred compensation in the future (the "Obligations") in accordance with the terms of the Fluor 409A Executive Deferred Compensation Program (the "Plan"). The Obligations originally registered on this Registration Statement are being deregistered because the Registration Statement was filed in error and duplicates another registration statement filed on the same day registering the same Obligations under the Plan.

**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 the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, Texas, on February 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, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on February 20, 2008.

<b>Signature</b>	<b>Title</b>
* Alan L. Boeckmann	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
* D. Michael Steuert	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
* Victor L. Prechtel	Vice President and Controller (Principal Accounting Officer)
* Ilesanmi Adesida	Director
* Peter K. Barker	Director
* Peter J. Fluor	Director
* James T. Hackett	Director
* Kent Kresa	Director
* Vilma S. Martinez	Director
* Dean R. O Hare	Director

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Joseph W. Prueher

Director

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

Director

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Peter S. Watson

Director

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Suzanne H. Woolsey

Director

\*By:

/s/ Carlos M. Hernandez  
Carlos M. Hernandez  
Attorney-in-fact

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