

FLUOR CORP  
Form 8-K  
April 28, 2005

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest reported event): April 27, 2005

**FLUOR CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation or  
organization)

**001-16129**  
(Commission File Number)

**33-0927079**  
(IRS Employer  
Identification  
Number)

**One Enterprise Drive  
Aliso Viejo, California**  
(Address of principal executive offices)

**92656-2606**  
(Zip Code)

**(949) 349-2000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**TABLE OF CONTENTS**

Item 5.03(a). Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Item 5.02(d). Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Item 9.01. Financial Statements and Exhibits.

**SIGNATURES**

**EXHIBIT 3.2**

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**Table of Contents**

**Item 5.03(a). Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of Directors of Fluor Corporation unanimously approved by written consent an amendment to Section 3.02 of Article III of the Amended and Restated Bylaws of Fluor Corporation. The amendment, which became effective as of April 27, 2005, changes the authorized number of directors to eleven. Prior to this amendment, the authorized number of directors was ten. The text of Section 3.02 of Article III of the Amended and Restated Bylaws of Fluor Corporation, as amended, is attached hereto as Exhibit 3.2 and incorporated herein by reference.

**Item 5.02(d). Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

The Board of Directors of Fluor Corporation unanimously approved by written consent the appointment of Dr. Peter S. Watson as a Class II director of Fluor Corporation, to fill the newly created directorship resulting from the increase in the authorized number of directors under the amendment to Section 3.02 of Article III of the Amended and Restated Bylaws of Fluor Corporation approved by the Board of Directors on April 27, 2005. Dr. Watson has not been named to any Committee of the Board of Directors, but Fluor Corporation expects, as of the time of this filing, that Dr. Watson will be named a member of the Audit Committee and Governance Committee by the Board of Directors.

**Item 9.01. Financial Statements and Exhibits.**

**(c) Exhibits.**

**Exhibit**

<b>Number</b>	<b>Description</b>
3.2	Text of Amended Section 3.02 of Article III of the Amended and Restated Bylaws of Fluor Corporation, effective as of April 27, 2005.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

April 28, 2005

**Fluor Corporation**

By: /s/ D. MICHAEL STEUERT

D. Michael Steuert  
Senior Vice President and Chief Financial Officer

**Table of Contents**

**FLUOR CORPORATION  
INDEX OF EXHIBITS**

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