

FLUOR CORP  
Form 8-K  
September 09, 2011

**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 event reported): **September 8, 2011**

**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)

**6700 Las Colinas Blvd.**  
**Irving, Texas**  
(Address of principal executive offices)

**75039**  
(Zip Code)

**(469) 398-7000**

(Registrant's telephone number, including area code)

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**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))
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**Item 8.01. Other Events.**

Fluor Corporation (the Corporation ) is filing herewith the following exhibits to its Registration Statement on Form S-3ASR (File No. 333-156137):

1. Underwriting Agreement, dated as of September 8, 2011, by and among the Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated and BNP Paribas Securities Corp., acting as representatives of the several underwriters named therein.
  
2. Opinion of Jones Day

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

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of September 8, 2011, by and among the Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated and BNP Paribas Securities Corp., acting as representatives of the several underwriters named therein.
5.1	Opinion of Jones Day
23.1	Consent of Jones Day (included in Exhibit 5.1)

**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.

September 9, 2011

**FLUOR CORPORATION**

By: /s/ D. Michael Steuert  
D. Michael Steuert  
Senior Vice President and Chief  
Financial Officer

**FLUOR CORPORATION**

**INDEX OF EXHIBITS**

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