

FLUOR CORP  
Form 8-K  
March 14, 2005

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**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): March 14, 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))
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**Item 8.01. Other Events.**

On March 14, 2005, Fluor Corporation (the Registrant ) entered into an Equity Distribution Agreement between the Registrant and UBS Securities LLC. The Equity Distribution Agreement provides that the Registrant may offer and sell up to 2,000,000 shares of the Registrant s common stock from time to time through UBS Securities LLC.

This Current Report on Form 8-K is being filed for the purpose of filing the Equity Distribution Agreement as an exhibit to the Registrant s Form S-3 Registration Statement (File No. 333-121626), as amended.

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

**(c) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Equity Distribution Agreement between the Registrant and UBS Securities LLC, dated March 14, 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.

March 14, 2005

FLUOR CORPORATION

By: /s/ Lawrence N. Fisher  
Lawrence N. Fisher  
Chief Legal Officer and Secretary