

FLUOR CORP  
Form 8-K  
January 10, 2006

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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): January 7, 2006  
**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 5.02(b). Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On January 5, 2006, the Board of Directors of Fluor Corporation ( Fluor ) received a letter of resignation from Fluor director Dr. David P. Gardner, who has reached mandatory retirement age. The resignation of Dr. Gardner as a director of Fluor is to be effective on January 7, 2006.

**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 January 7, 2006, changes the authorized number of directors to ten. Prior to this amendment, the authorized number of directors was eleven. 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 9.01. Financial Statements and Exhibits.**

**(c) Exhibits.**

**Exhibit  
Number**

**Description**

3.2	Text of Amended Section 3.02 of Article III of the Amended and Restated Bylaws of Fluor Corporation, effective as of January 7, 2006.
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**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.

**Fluor Corporation**

January 9, 2006

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

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**FLUOR CORPORATION  
INDEX OF EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
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