FLUOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 33-0927079
(State or other jurisdiction of Incorporation or organization) (I.R.S. Employer Identification Number)

One Enterprise Drive, 92656
Aliso Viejo, California (Address of principal executive offices)

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

Title of Each Class Name of Each Exchange on Which Registered
Common stock, $.01 par value New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☑

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes ☑ No ☐

Based upon the closing price of the registrant’s common stock as of June 30, 2004, the aggregate market value of the common stock held by non-affiliates was $3,905,716,254.

As of March 1, 2005, there were 85,555,812 shares of Fluor common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the registrant’s definitive proxy statement for the annual meeting of shareholders to be held on April 27, 2005, which proxy statement will be filed no later than 120 days after the close of the registrant’s fiscal year ended December 31, 2004.

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EXPLANATORY NOTE

This Form 10-K/A is being filed solely to attach a revised version of the Consent of Independent Registered Public Accounting Firm attached as Exhibit 23 to the Company’s Form 10-K filed with the Securities and Exchange Commission on March 4, 2005. The changes to the Consent of Independent Registered Public Accounting Firm have been made by Ernst & Young LLP, the Company’s Independent Registered Public Accounting Firm. No other changes are being made by means of this filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FLUOR CORPORATION

By: _____________________________ *

D. Michael Steuert,
Senior Vice President
and Chief Financial Officer

March 7, 2005

* The undersigned does hereby sign this Form 10-K/A on behalf of the above-indicated officer of Fluor Corporation pursuant to a power of attorney executed by such officer.

/s/ Eric P. Helm
Eric P. Helm
Attorney-in-Fact

EXHIBIT INDEX

The following exhibit is filed as part of this report on Form 10-K/A:

<table>
<thead>
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<th>Exhibit</th>
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<tr>
<td>23</td>
<td>Consent of Independent Registered Public Accounting Firm</td>
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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-52992) pertaining to the Fluor Corporation 2000 Executive Performance Incentive Plan and the Fluor Corporation 2000 Restricted Stock Plan for Non-Employee Directors, the Registration Statement (Form S-8 No. 333-63868) pertaining to the Fluor Daniel Craft Employees 401(k) Retirement Plan, the Registration Statement (Form S-8 No. 333-63870) pertaining to Fluor Corporation Salaried Employees’ Savings Investment Plan, the Registration Statement (Form S-8 No. 333-63872) pertaining to TRS 401(k) Retirement Plan, the Registration Statement (Form S-8 No. 333-63858) pertaining to AMECO and Subsidiaries Salaried Employees 401(k) Retirement Plan, the Registration Statement (Form S-8 No. 333-63860) pertaining to DMIS, Inc. Nissan Maintenance Project Retirement & Savings Plan, the Registration Statement (Form S-8 No. 333-63862) pertaining to Fluor Corporation Employees’ Performance Plan, the Registration Statement (Form S-8 No. 333-63864) pertaining to TRS Salaried Employees’ 401(k) Retirement Plan, the Registration Statement (Form S-8 No. 333-67000) pertaining to 2001 Key Employee Performance Incentive Plan, the Registration Statement (Form S-8 No. 333-84790) pertaining to the Fluor Executive Deferred Compensation Program, the Registration Statement (Form S-8 No. 333-105308) pertaining to the Fluor Corporation 2003 Executive Performance Incentive Plan, the Registration Statement (Form S-8 No. 333-105309) pertaining to Fluor Corporation Deferred Directors’ Fees Program, the Registration Statement (Form S-8 No. 333-120374) pertaining to TRS 401(k) Retirement Plan, the Registration Statement (Form S-8 No. 333-120372) pertaining to the Fluor Corporation Salaried Employees’ Savings Investment Plan, the Registration Statement (Form S-8 No. 333-120370) pertaining to the Fluor Daniel Craft Employees 401(k) Retirement Plan, the Registration Statement (Form S-8 No. 333-115080) pertaining to the Fluor Corporation 2000 Restricted Stock Plan for Non-Employee Directors, and the Registration Statement (Form S-3 No. 333-121626) and related Prospectus of Fluor Corporation pertaining to the registration of $500,000,000 of common stock and/or debt securities of our reports dated March 3, 2005, with respect to the consolidated financial statements of Fluor Corporation, Fluor Corporation management’s assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Fluor Corporation included in the Annual Report (Form 10-K) filed on March 4, 2005, for the year ended December 31, 2004.

/s/ Ernst & Young LLP
Orange County, California
March 3, 2005