

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO.____)

Filed by the Registrant ☒ [X]

Filed by a Party other than the Registrant ☐ []

Check the appropriate box:

- ☐ [] Preliminary Proxy Statement
☐ [] Definitive Proxy Statement
☐ [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☒ [X] Definitive Additional Materials
☐ [] Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

FLUOR CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ [X] Fee not required.
☐ [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- ☐ [] Fee paid previously with preliminary materials.
☐ [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

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FLUOR CORPORATION

AMENDED NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held May 7, 2003

The location and the time of the annual meeting of shareholders of Fluor Corporation have been changed. The meeting will now be held at the Fluor Engineering Campus, One Fluor Daniel Drive, Aliso Viejo, California, on Wednesday, May 7, 2003, at 9:30 a.m. Pacific Daylight Time.

Other than the new location and time of the meeting, the other details of the meeting have not been changed. At the meeting, our shareholders will consider and vote on the following matters:

1. the election of three Class I directors, each for a term of three years;
2. the ratification of the appointment by our Audit Committee of Ernst & Young LLP as auditors for the fiscal year ending December 31, 2003;
3. the approval of the Fluor Corporation 2003 Executive Performance Incentive Plan; and
4. if properly presented at the meeting, the shareholder proposal requesting the Company to adopt a policy of expensing the costs of all future stock options issued by the Company.

The shareholders will also act on any other business that may properly come before the meeting.

All shareholders of record at the close of business on March 12, 2003 are entitled to receive notice of and to vote at the meeting. If you have not already done so, please complete, sign, date and promptly return the proxy card previously provided to you in the postage-prepaid envelope. You may also authorize the voting of your shares over the Internet or by telephone as provided in the instructions set forth on the proxy card. Your prompt response is necessary to assure that your shares are represented at the meeting.

Shareholders are cordially invited to attend the meeting in person. A map showing the new meeting location is included for your convenience on the other side of this notice.

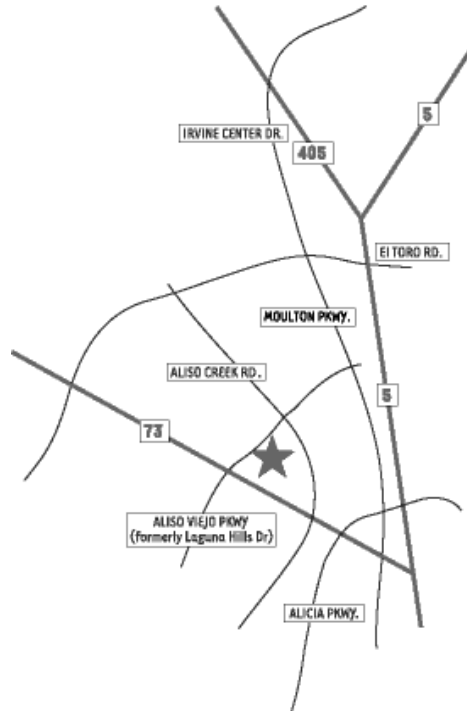
This Amended Notice of Annual Meeting of Shareholders supplements, and should be read in conjunction with, the Fluor Corporation Proxy Statement, dated March 28, 2003.

By Order of the Board of Directors

LAWRENCE N. FISHER
Senior Vice President — Law and Secretary

April 18, 2003
Aliso Viejo, California

**Directions to Fluor Engineering Campus
located at One Fluor Daniel Drive, Aliso Viejo, California
Just off Aliso Viejo Pkwy (formerly Laguna Hills Drive)
(949) 349-2000**



405 (Southbound)

- Exit Irvine Center Drive, head South
- Continue through the Lake Forest Drive intersection where Irvine Center Drive becomes Moulton Pkwy
- Turn right on Aliso Viejo Pkwy (formerly Laguna Hills Drive)
- Continue past the Aliso Creek Road intersection
- Turn left into the Fluor Daniel entrance

73 Toll Road (Southbound)

- Exit Aliso Creek Road
- Turn right on Aliso Creek Road
- Turn right on Enterprise Drive
- Turn right on Aliso Viejo Pkwy (formerly Laguna Hills Drive)
- Turn right into the Fluor Daniel entrance

73 Toll Road (Northbound)

- Exit Aliso Creek Road
- Turn right on Aliso Creek Road
- Turn left on Aliso Viejo Pkwy (formerly Laguna Hills Drive)
- Turn left into the Fluor Daniel entrance

5 (Northbound or Southbound)

- Exit at Alicia Pkwy
- Head West on Alicia to Moulton Pkwy
- Turn right on Moulton Pkwy
- Turn left on Aliso Viejo Pkwy (formerly Laguna Hills Drive)
- Continue past the Aliso Creek Road intersection
- Turn left into the Fluor Daniel entrance