FLUOR CORP
Form DEFA14A
March 13, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 o

Check the appropriate box:
o   Preliminary Proxy Statement
o   **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o   Definitive Proxy Statement
x   Definitive Additional Materials
o   Soliciting Material Pursuant to §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   No fee required.
o   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:

o   Fee paid previously with preliminary materials.
o   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:

To: The Record Stockholders of Fluor Corporation as of the Close of Business on March 9, 2012

Notice of Proposed Amendment and Restatement of Certificate of Incorporation

In accordance with Section 242 of the Delaware General Corporation Law, the company hereby provides notice that the following amendment will be proposed for adoption at the company s 2012 Annual Meeting of Stockholders. Stockholder approval of the following amendment will also be deemed to constitute the approval of the filing of a new Amended and Restated Certificate of Incorporation enacting such amendment.

Article Eleventh of the Amended and Restated Certificate of Incorporation would be amended to grant holders of at least 25% of the company s outstanding shares of common stock the right to call a special meeting of stockholders, as follows:

ELEVENTH: Special meetings of the stockholders of the Corporation ~~for any purpose or purposes~~(1) may be called at any time by the Board or by a committee of the Board which has been duly created by the Board and whose powers and authority, as provided in a resolution of the Board or in the Bylaws of the Corporation, include the power to call such meetings, ~~but such special meetings may not be called by any other person~~ for any purpose or purposes proper under applicable law; or ~~persons; provided, however, that if and to the extent that any special meeting of stockholders~~ (2) may be called by any other person or persons ~~specified in~~ if and as to any matter authorized pursuant to any provisions of the Certificate of Incorporation or any amendment thereto or any certificate filed under Section 151(g) of the General Corporation Law of the State of Delaware (or its successor statute as in effect from time to time hereafter), ~~then such special meeting may also be called by the person or persons,~~ in the manner, at the times and for the purposes so ~~specified.~~ authorized; or (3) shall be called by the Secretary of the Corporation at the written request of one or more stockholders of the Corporation that own at least twenty-five percent (25%) of the outstanding shares of Common Stock of the Corporation, provided such meeting and such request complies with any terms, conditions, procedures and/or limitations as may be set forth in the Bylaws of the Corporation. The Bylaws shall specify the manner of calculating percentage ownership under clause (3) above.

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