

FMC TECHNOLOGIES INC
Form 4
December 10, 2004

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NETHERLAND JOSEPH H

2. Issuer Name and Ticker or Trading Symbol
FMC TECHNOLOGIES INC [FTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1803 GEARS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

HOUSTON, TX 77067

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/09/2004		M		18,531	A	\$ 19.66
Common Stock	12/09/2004		S		18,531	D	\$ 31.65
Common Stock	12/09/2004		M		4,978	A	\$ 16.93
Common Stock	12/09/2004		S		4,978	D	\$ 31.65
Common Stock	12/09/2004		M		26,491	A	\$ 19.32

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Common Stock	12/09/2004	S	26,491	D	\$ 31.65	184,900	D	
Common Stock						247.85	I	By Qualified 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 19.66	12/09/2004		M	18,531	01/02/1999 03/08/2006	Common Stock	18,531	
Employee Stock Option (right to buy)	\$ 16.93	12/09/2004		M	4,978	01/02/2000 03/31/2007	Common Stock	4,978	
Employee Stock Option (right to buy)	\$ 19.32	12/09/2004		M	26,491	01/02/2001 02/24/2008	Common Stock	26,491	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

NETHERLAND JOSEPH H
1803 GEARS ROAD
HOUSTON, TX 77067

X

CEO and President

Signatures

By: By: James L.
Marvin

12/10/2004

 Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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