

FMC TECHNOLOGIES INC
Form 4
August 24, 2006

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)
08/23/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	08/23/2006		S	200 D \$ 61.65	321,501	D	
Common Stock	08/23/2006		S	800 D \$ 61.67	320,701	D	
Common Stock	08/23/2006		S	500 D \$ 61.68	320,201	D	
Common Stock	08/23/2006		S	400 D \$ 61.69	319,801	D	
Common Stock	08/23/2006		S	200 D \$ 61.7	319,601	D	

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Common Stock	08/23/2006	S	300	D	\$ 61.72	319,301	D
Common Stock	08/23/2006	S	1,200	D	\$ 61.73	318,101	D
Common Stock	08/23/2006	S	200	D	\$ 61.76	317,901	D
Common Stock	08/23/2006	S	700	D	\$ 61.77	317,201	D
Common Stock	08/23/2006	S	200	D	\$ 61.79	317,001	D
Common Stock	08/23/2006	S	1,100	D	\$ 61.8	315,901	D
Common Stock	08/23/2006	S	300	D	\$ 61.86	315,601	D
Common Stock	08/23/2006	S	800	D	\$ 61.95	314,801	D
Common Stock	08/23/2006	S	800	D	\$ 62.11	314,001	D
Common Stock	08/23/2006	S	700	D	\$ 62.18	313,301	D
Common Stock	08/23/2006	S	3,100	D	\$ 62.2	310,201	D
Common Stock	08/23/2006	S	300	D	\$ 62.24	309,901	D
Common Stock	08/23/2006	S	100	D	\$ 62.27	309,801	D
Common Stock	08/23/2006	S	300	D	\$ 62.33	309,501	D
Common Stock	08/23/2006	S	1,000	D	\$ 62.34	308,501	D
Common Stock	08/23/2006	S	400	D	\$ 62.37	308,101	D
Common Stock						774.77	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)

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

Table with 9 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5). Includes sub-headers for Date Exercisable and Expiration Date, and Amount or Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Relationships include Director, 10% Owner, Officer, and Other. Example entry: NETHERLAND JOSEPH H, 1803 GEARS ROAD, HOUSTON, TX 77067, X, CEO and Chairman of the Board.

Signatures

By: By: James L. Marvin, attorney-in-fact for 08/24/2006

**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).

Remarks:

This is the second of two forms to reports Mr. Netherland's stock transactions on August 23, 2006. This form completes the first. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.