

FMC TECHNOLOGIES INC
 Form 4
 February 15, 2005

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 *
CANNON CHARLES H JR

(Last) (First) (Middle)
 200 EAST RANDOLPH DRIVE
 (Street)

CHICAGO, IL 60601

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
02/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2005		M		14,829	A	\$ 16.48
Common Stock	02/14/2005		M		36,531	A	\$ 19.32
Common Stock	02/14/2005		S		29,000	D	\$ 33.2
Common Stock	02/14/2005		S		2,000	D	\$ 33.21
Common Stock	02/14/2005		S		2,700	D	\$ 33.22
							\$ 46,960
							\$ 44,960
							\$ 42,260

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Common Stock	02/14/2005	S	500	D	\$ 33.23	41,760	D
Common Stock	02/14/2005	S	1,100	D	\$ 33.24	40,660	D
Common Stock	02/14/2005	S	100	D	\$ 33.25	40,560	D
Common Stock	02/14/2005	S	200	D	\$ 33.26	40,360	D
Common Stock	02/14/2005	S	931	D	\$ 33.27	39,429	D
Common Stock	02/14/2005	S	14,700	D	\$ 33.29	24,729	D
Common Stock	02/14/2005	S	129	D	\$ 33.3	24,600	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.32	02/14/2005		M	36,531	01/02/2001 02/24/2008		Common Stock	36,531
Employee Stock Option (right to buy)	\$ 16.48	02/14/2005		M	14,829	01/02/1998 04/21/2010		Common Stock	14,829

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANNON CHARLES H JR 200 EAST RANDOLPH DRIVE CHICAGO, IL 60601			Senior Vice President	

Signatures

By: James L. Marvin
02/15/2005

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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