

FMC TECHNOLOGIES INC
Form 4
August 23, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
08/22/2006

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) | Price | | | |
| Common Stock | 08/22/2006 | | S | 200 | D | \$ 62.88 | 313,401 | D |
| Common Stock | 08/22/2006 | | S | 1,000 | D | \$ 62.89 | 312,401 | D |
| Common Stock | 08/22/2006 | | S | 100 | D | \$ 62.91 | 312,301 | D |
| Common Stock | 08/22/2006 | | S | 400 | D | \$ 62.93 | 311,901 | D |
| Common Stock | 08/22/2006 | | S | 900 | D | \$ 62.94 | 311,001 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|---|----------|---------|---|--------------------------|
| Common Stock | 08/22/2006 | | S | 100 | D | \$ 62.95 | 310,901 | D | |
| Common Stock | 08/22/2006 | | S | 200 | D | \$ 62.96 | 310,701 | D | |
| Common Stock | 08/22/2006 | | S | 300 | D | \$ 63.01 | 310,401 | D | |
| Common Stock | 08/22/2006 | | S | 500 | D | \$ 63.02 | 309,901 | D | |
| Common Stock | 08/22/2006 | | S | 500 | D | \$ 63.03 | 309,401 | D | |
| Common Stock | 08/22/2006 | | S | 400 | D | \$ 63.04 | 309,001 | D | |
| Common Stock | 08/22/2006 | | S | 100 | D | \$ 63.05 | 308,901 | D | |
| Common Stock | 08/22/2006 | | S | 400 | D | \$ 63.06 | 308,501 | D | |
| Common Stock | 08/22/2006 | | S | 200 | D | \$ 63.07 | 308,301 | D | |
| Common Stock | 08/22/2006 | | S | 200 | D | \$ 63.08 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|-------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or |

Number
of
Shares

Reporting Owners

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

08/23/2006

__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 record Mr. Netherland's transaction on August 22, 2006. This form completes the filing.

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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