

FMC TECHNOLOGIES INC  
 Form 4  
 December 21, 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 \*  
**POTTER ROBERT L**

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)  
**12/20/2004**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President

**HOUSTON, TX 77067**  
 (City) (State) (Zip)

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

**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 or Price		
Common Stock	12/20/2004		M		7,595 A \$ 8.15	45,295	D
Common Stock	12/20/2004		M		6,510 A \$ 12.82	51,805	D
Common Stock	12/20/2004		M		10,127 A \$ 12.44	61,932	D
Common Stock	12/20/2004		M		17,723 A \$ 12.79	79,655	D
Common Stock	12/20/2004		S		7,595 D \$ 31.99	72,060	D

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Common Stock	12/20/2004	S	6,510	D	\$ 31.92	65,550	D	
Common Stock	12/20/2004	S	10,127	D	\$ 31.85	55,423	D	
Common Stock	12/20/2004	S	17,723	D	\$ 31.85	37,700	D	
Common Stock						5,949.22	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.15	12/20/2004		M	7,595	01/03/1995 01/09/2006	Common Stock	7,595	
Employee Stock Option (right to buy)	\$ 12.82	12/20/2004		M	6,510	01/02/1996 03/12/2007	Common Stock	6,510	
Employee Stock Option (right to buy)	\$ 12.44	12/20/2004		M	10,127	01/02/1997 02/18/2008	Common Stock	10,127	
	\$ 12.79	12/20/2004		M	17,723	01/02/1998 03/31/2009		17,723	

Employee  
 Stock  
 Option  
 (right to  
 buy)

Common  
 Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTTER ROBERT L 1803 GEARS ROAD HOUSTON, TX 77067			Vice President	

## Signatures

By: By: James L.  
 Marvin 12/21/2004

\_\_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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