

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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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

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 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.

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.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
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	

