

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>SCHUMANN WILLIAM H</b>  (Last) (First) (Middle) <b>1803 GEARS ROAD</b>  (Street) <b>HOUSTON TX 77067</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>FMC TECHNOLOGIES INC [ FTI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP and Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/25/2004</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/25/2004		M		19,400	A	\$13.27	78,468	D	
Common Stock	08/25/2004		M		9,956	A	\$19.32	88,424	D	
Common Stock	08/25/2004		S		20,356	D	\$30	68,068	D	
Common Stock	08/25/2004		S		500	D	\$30.01	67,568	D	
Common Stock	08/25/2004		S		300	D	\$30.02	67,268	D	
Common Stock	08/25/2004		S		1,000	D	\$30.03	66,268	D	
Common Stock	08/25/2004		S		1,700	D	\$30.04	64,568	D	
Common Stock	08/25/2004		S		2,600	D	\$30.05	61,968	D	
Common Stock	08/25/2004		S		100	D	\$30.06	61,868	D	
Common Stock	08/25/2004		S		700	D	\$30.07	61,168	D	
Common Stock	08/25/2004		S		600	D	\$30.08	60,568	D	
Common Stock	08/25/2004		S		500	D	\$30.09	60,068	D	
Common Stock	08/25/2004		S		100	D	\$30.1	59,968	D	
Common Stock	08/25/2004		S		200	D	\$30.12	59,768	D	
Common Stock	08/25/2004		S		500	D	\$30.13	59,268	D	
Common Stock	08/25/2004		S		200	D	\$30.19	59,068	D	
Common Stock								299.68	I	By Qualified 401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$19.32	08/25/2004		M			9,956	01/02/2001	02/24/2008	Common Stock	9,956	\$0	0.00	D	
Employee Stock Option (right to buy)	\$13.27	08/25/2004		M			19,400	02/02/2002	03/22/2009	Common Stock	19,400	\$0	9,870	D	

**Explanation of Responses:**

**Remarks:**

By: By: James L. Marvin      08/27/2004

\*\* Signature of Reporting Person      Date

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

\* 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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