

**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**

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>NETHERLAND JOSEPH H</b>  (Last) (First) (Middle) 1803 GEARS ROAD  (Street) HOUSTON TX 77067  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO and Chairman of the Board</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/21/2006</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/21/2006		M		25,000	A	\$20	318,501	D	
Common Stock	08/21/2006		S		300	D	\$61.62	318,201	D	
Common Stock	08/21/2006		S		300	D	\$61.86	309,001	D	
Common Stock	08/21/2006		S		300	D	\$61.87	308,701	D	
Common Stock	08/21/2006		S		200	D	\$61.88	308,501	D	
Common Stock	08/21/2006		S		100	D	\$61.89	308,401	D	
Common Stock	08/21/2006		S		300	D	\$61.9	308,101	D	
Common Stock								774.77	I	By Qualified 401(k) Plan
Common Stock	08/21/2006		S		100	D	\$61.63	318,101	D	
Common Stock	08/21/2006		S		1,000	D	\$61.64	317,101	D	
Common Stock	08/21/2006		S		1,000	D	\$61.65	316,101	D	
Common Stock	08/21/2006		S		500	D	\$61.66	315,601	D	
Common Stock	08/21/2006		S		400	D	\$61.67	315,201	D	
Common Stock	08/21/2006		S		900	D	\$61.69	314,301	D	
Common Stock	08/21/2006		S		500	D	\$61.7	313,801	D	
Common Stock	08/21/2006		S		400	D	\$61.71	313,401	D	
Common Stock	08/21/2006		S		300	D	\$61.72	313,101	D	
Common Stock	08/21/2006		S		500	D	\$61.73	312,601	D	
Common Stock	08/21/2006		S		600	D	\$61.74	312,001	D	
Common Stock	08/21/2006		S		400	D	\$61.75	311,601	D	
Common Stock	08/21/2006		S		400	D	\$61.76	311,201	D	
Common Stock	08/21/2006		S		300	D	\$61.77	310,901	D	
Common Stock	08/21/2006		S		300	D	\$61.78	310,601	D	
Common Stock	08/21/2006		S		100	D	\$61.79	310,501	D	
Common Stock	08/21/2006		S		100	D	\$61.81	310,401	D	

**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	08/21/2006		S		500	D	\$61.82	309,901	D	
Common Stock	08/21/2006		S		200	D	\$61.83	309,701	D	
Common Stock	08/21/2006		S		200	D	\$61.84	309,501	D	
Common Stock	08/21/2006		S		200	D	\$61.85	309,301	D	

**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
Employee Stock Option (right to buy)	\$20	08/21/2006		M			25,000	01/02/2004	02/15/2011	Common Stock	25,000	\$0	235,000	D	

**Explanation of Responses:**

**Remarks:**

This is the first of three forms to report Mr. Netherland's transactions on 8/21/2006. The maximum number (30) of transactions has been recorded on this form.

By: By: James L. Marvin,  
attorney-in-fact for                      08/23/2006

\*\* 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.

**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 Number.**