

**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) <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) <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>08/23/2006</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	08/23/2006		S		200	D	\$61.65	321,501	D	
Common Stock	08/23/2006		S		800	D	\$61.67	320,701	D	
Common Stock	08/23/2006		S		500	D	\$61.68	320,201	D	
Common Stock	08/23/2006		S		400	D	\$61.69	319,801	D	
Common Stock	08/23/2006		S		200	D	\$61.7	319,601	D	
Common Stock	08/23/2006		S		300	D	\$61.72	319,301	D	
Common Stock	08/23/2006		S		1,200	D	\$61.73	318,101	D	
Common Stock	08/23/2006		S		200	D	\$61.76	317,901	D	
Common Stock	08/23/2006		S		700	D	\$61.77	317,201	D	
Common Stock	08/23/2006		S		200	D	\$61.79	317,001	D	
Common Stock	08/23/2006		S		1,100	D	\$61.8	315,901	D	
Common Stock	08/23/2006		S		300	D	\$61.86	315,601	D	
Common Stock	08/23/2006		S		800	D	\$61.95	314,801	D	
Common Stock	08/23/2006		S		800	D	\$62.11	314,001	D	
Common Stock	08/23/2006		S		700	D	\$62.18	313,301	D	
Common Stock	08/23/2006		S		3,100	D	\$62.2	310,201	D	
Common Stock	08/23/2006		S		300	D	\$62.24	309,901	D	
Common Stock	08/23/2006		S		100	D	\$62.27	309,801	D	
Common Stock	08/23/2006		S		300	D	\$62.33	309,501	D	
Common Stock	08/23/2006		S		1,000	D	\$62.34	308,501	D	
Common Stock	08/23/2006		S		400	D	\$62.37	308,101	D	
Common Stock								774.77	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				

Explanation of Responses:

**Remarks:**

This is the second of two forms to reports Mr. Netherland's stock transactions on August 23, 2006. This form completes the filing.

By: By: James L. Marvin,                      08/24/2006  
attorney-in-fact for

\*\* 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.**