

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>200 EAST RANDOLPH DRIVE</b>  (Street) <b>CHICAGO IL 60601</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 President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/28/2003</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	08/28/2003	08/28/2003	M		49,553	A	\$12.82	177,753	D	
Common Stock	08/28/2003	08/28/2003	S		7,500	D	\$23.79	170,253	D	
Common Stock	08/28/2003	08/28/2003	S		26,100	D	\$23.8	144,153	D	
Common Stock	08/28/2003	08/28/2003	S		10,300	D	\$23.81	133,853	D	
Common Stock	08/28/2003	08/28/2003	S		4,300	D	\$23.82	129,553	D	
Common Stock	08/28/2003	08/28/2003	S		1,353	D	\$23.83	128,200	D	
Common Stock	08/28/2003	08/28/2003	M		22,134	A	\$12.78	150,334	D	
Common Stock	08/28/2003	08/28/2003	S		2,647	D	\$23.83	147,687	D	
Common Stock	08/28/2003	08/28/2003	S		687	D	\$23.84	147,000	D	
Common Stock	08/28/2003	08/28/2003	S		2,400	D	\$23.85	144,600	D	
Common Stock	08/28/2003	08/28/2003	S		400	D	\$23.88	144,200	D	
Common Stock	08/28/2003	08/28/2003	S		1,200	D	\$23.89	143,000	D	
Common Stock	08/28/2003	08/28/2003	S		100	D	\$23.94	142,900	D	
Common Stock	08/28/2003	08/28/2003	S		300	D	\$23.95	142,600	D	
Common Stock	08/28/2003	08/28/2003	S		300	D	\$23.96	142,300	D	
Common Stock	08/28/2003	08/28/2003	S		100	D	\$23.97	142,200	D	
Common Stock	08/28/2003	08/28/2003	S		7,800	D	\$24	134,400	D	
Common Stock	08/28/2003	08/28/2003	S		1,000	D	\$24.02	133,400	D	
Common Stock	08/28/2003	08/28/2003	S		2,800	D	\$24.03	130,600	D	
Common Stock	08/28/2003	08/28/2003	S		900	D	\$24.04	129,700	D	
Common Stock	08/28/2003	08/28/2003	S		900	D	\$24.08	128,800	D	
Common Stock	08/28/2003	08/28/2003	S		200	D	\$24.09	128,600	D	
Common Stock	08/28/2003	08/28/2003	S		400	D	\$24.12	128,200	D	
Common Stock								6,272.1	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				
Options to Purchase	\$12.82	08/28/2003	08/28/2003	M			49,553	01/02/1996	03/12/2007	Common Stock	49,553	\$0	0.00	D	
Options to Purchase	\$12.78	08/28/2003	08/28/2003	M			22,134	01/02/1998	03/31/2009	Common Stock	22,134	\$0	53,100	D	
Options to Purchase	\$19.66							01/02/1999	03/08/2006	Common Stock	53,531		53,531	D	
Options to Purchase	\$16.93							01/02/2000	03/31/2007	Common Stock	54,978		54,978	D	
Options to Purchase	\$19.31							01/02/2001	02/24/2008	Common Stock	75,957		75,957	D	
Options to Purchase	\$13.27							02/02/2002	03/22/2009	Common Stock	144,680		144,680	D	
Options to Purchase	\$13.84							01/02/2003	02/10/2010	Common Stock	117,553		117,553	D	
Options to Purchase	\$16.48							01/02/1998	04/21/2010	Common Stock	28,936		28,936	D	
Options to Purchase	\$20							01/02/2004	02/15/2011	Common Stock	660,000		660,000	D	
Options to Purchase	\$19.39							01/02/2006	02/20/2013	Common Stock	150,000		150,000	D	
Phantom Stock Units	\$0.00 <sup>(1)</sup>							08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock	0.00 <sup>(3)</sup>		123,494.66 <sup>(3)</sup>	D	

**Explanation of Responses:**

- N/A
- A participant's interest in the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan (NQ Plan) is represented in Phantom Stock Units which are payable in cash following termination or retirement of the reporting person's employment with FMC Technologies, Inc. or death.
- A participant's interest in the NQ Plan is represented in units (referred to as Phantom Stock Units) which consist of phantom shares of FMC Technologies, Inc. Common Stock and uninvested cash balances held by the NQ Plan for administrative convenience.

**Remarks:**

By: James L. Marvin                      08/29/2003

\*\* 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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