

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

|   |           |
|---|-----------|
| <b>OMB APPROVAL</b>                             |           |
| OMB Number:                                     | 3235-0287 |
| Estimated average burden<br>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*<br><b>NETHERLAND JOSEPH H</b><br><br>(Last) (First) (Middle)<br><b>200 EAST RANDOLPH DRIVE</b><br><br>(Street)<br><b>CHICAGO IL 60601</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>FMC TECHNOLOGIES INC [ FTI ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>CEO and President</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/29/2003</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                    | 08/29/2003                           | 08/29/2003   | M                              |   | 53,100  | A          | \$12.78 | 181,300   | D  |   |
| Common Stock                    | 08/29/2003                           | 08/29/2003   | S                              |   | 37,300  | D          | \$23.75 | 144,000   | D  |   |
| Common Stock                    | 08/29/2003                           | 08/29/2003   | S                              |   | 200   | D          | \$23.67 | 143,800   | D  |   |
| Common Stock                    | 08/29/2003                           | 08/29/2003   | S                              |   | 700   | D          | \$23.64 | 143,100   | D  |   |
| Common Stock                    | 08/29/2003                           | 08/29/2003   | S                              |   | 400   | D          | \$23.63 | 142,700   | D  |   |
| Common Stock                    | 08/29/2003                           | 08/29/2003   | S                              |   | 500   | D          | \$23.59 | 142,200   | D  |   |
| Common Stock                    | 08/29/2003                           | 08/29/2003   | S                              |   | 900   | D          | \$23.56 | 141,300   | D  |   |
| Common Stock                    | 08/29/2003                           | 08/29/2003   | S                              |   | 100   | D          | \$23.54 | 141,200   | D  |   |
| Common Stock                    | 08/29/2003                           | 08/29/2003   | S                              |   | 9,200   | D          | \$23.53 | 132,000   | D  |   |
| Common Stock                    | 08/29/2003                           | 08/29/2003   | S                              |   | 500   | D          | \$23.52 | 131,500   | D  |   |
| Common Stock                    | 08/29/2003                           | 08/29/2003   | S                              |   | 3,300   | D          | \$23.51 | 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                        | \$12.78  | 08/29/2003                           | 08/29/2003   | M                              |   |  | 53,100 | 01/02/1998   | 03/31/2009      | Common Stock  | 53,100                     | \$0  | 0.00   | 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   |  |

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(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) |   |     |     | 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                        | \$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                      09/02/2003

\*\* 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.

**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.**