UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2010

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from to

Commission File Number 1-16489

FMC Technologies, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**36-4412642** (I.R.S. Employer Identification No.)
1803 Gears Road, Houston, Texas (Address of principal executive offices)	**77067** (Zip Code)

(281) 591-4000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at October 29, 2010
Common Stock, par value $0.01 per share	**119,710,612**

TABLE OF CONTENTS

	Page
PART I – Financial Information	
Item 1. Financial Statements (unaudited)	3
Condensed Consolidated Statements of Income	3
Condensed Consolidated Balance Sheets	4
Condensed Consolidated Statements of Cash Flows	5
Notes to Condensed Consolidated Financial Statements	6
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	16
Item 3. Quantitative and Qualitative Disclosures About Market Risk	24
Item 4. Controls and Procedures	24
PART II – Other Information	
Item 1. Legal Proceedings	24
Item 1A. Risk Factors	24
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	26
Item 3. Defaults Upon Senior Securities	26
Item 4. [Removed and Reserved]	26
Item 5. Other Information	26
Item 6. Exhibits	27

Table of Contents

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FMC Technologies, Inc. and Consolidated Subsidiaries
Condensed Consolidated Statements of Income (Unaudited)

(In millions, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Revenue:				
Product revenue	$820.5	$ 959.4	$2,593.9	$2,896.1
Service and other revenue	139.5	129.0	428.9	349.1
Total revenue	960.0	1,088.4	3,022.8	3,245.2
Costs and expenses:				
Cost of product revenue	625.5	727.0	1,941.1	2,285.4
Cost of service and other revenue	97.5	108.7	304.5	250.7
Selling, general and administrative expense	109.3	98.4	312.9	281.0
Research and development expense	15.9	13.1	49.1	34.4
Total costs and expenses	848.2	947.2	2,607.6	2,851.5
Other income (expense), net	3.6	(5.7)	(4.6)	(2.4)
Income before net interest expense and income taxes	115.4	135.5	410.6	391.3
Net interest expense	(1.8)	(2.1)	(6.5)	(6.5)
Income from continuing operations before income taxes	113.6	133.4	404.1	384.8
Provision for income taxes	32.5	41.6	126.8	114.8
Income from continuing operations	81.1	91.8	277.3	270.0
Income from discontinued operations, net of income taxes	0.3	0.4	0.3	0.2
Net income	81.4	92.2	277.6	270.2
Less: net income attributable to noncontrolling interests	(0.4)	(0.6)	(1.4)	(1.6)
Net income attributable to FMC Technologies, Inc.	$ 81.0	$ 91.6	$ 276.2	$ 268.6
Basic earnings per share attributable to FMC Technologies, Inc. (Note 2):				
Income from continuing operations	$ 0.67	$ 0.74	$ 2.27	$ 2.15
Income from discontinued operations	—	—	—	—
Basic earnings per share	$ 0.67	$ 0.74	$ 2.27	$ 2.15
Diluted earnings per share attributable to FMC Technologies, Inc. (Note 2):				
Income from continuing operations	$ 0.66	$ 0.73	$ 2.24	$ 2.13
Income from discontinued operations	0.01	—	0.01	—
Diluted earnings per share	$ 0.67	$ 0.73	$ 2.25	$ 2.13
Weighted average shares outstanding (Note 2):				
Basic	120.8	123.3	121.8	124.7
Diluted	121.8	124.7	123.0	126.1
Net income attributable to FMC Technologies, Inc.:				
Income from continuing operations	$ 80.7	$ 91.2	$ 275.9	$ 268.4
Income from discontinued operations, net of income taxes	0.3	0.4	0.3	0.2
Net income attributable to FMC Technologies, Inc.	$ 81.0	$ 91.6	$ 276.2	$ 268.6

The accompanying notes are an integral part of the consolidated financial statements.

Table of Contents

FMC Technologies, Inc. and Consolidated Subsidiaries
Condensed Consolidated Balance Sheets

(In millions, except per share data)

	September 30, 2010 (Unaudited)	December 31, 2009
Assets		
Current assets:		
Cash and cash equivalents	$ 512.1	$ 460.7
Trade receivables, net of allowances of $8.1 in 2010 and $8.0 in 2009	1,003.3	879.2
Inventories, net (Note 3)	546.4	591.8
Derivative financial instruments (Note 10)	74.7	108.0
Prepaid expenses	23.4	20.5
Other current assets	150.8	165.4
Income tax benefit	26.3	—
Total current assets	2,337.0	2,225.6
Investments	141.7	141.8
Property, plant and equipment, net of accumulated depreciation of $475.3 in 2010 and $425.2 in 2009	580.9	581.9
Goodwill	273.1	272.7
Intangible assets, net of accumulated amortization of $39.8 in 2010 and $29.0 in 2009	143.9	154.6
Deferred income taxes	47.8	69.8
Derivative financial instruments (Note 10)	60.4	28.5
Other assets	37.6	34.6
Total assets	$ 3,622.4	$ 3,509.5
Liabilities and equity		
Current liabilities:		
Short-term debt and current portion of long-term debt	$ 11.6	$ 28.5
Accounts payable, trade	300.7	343.9
Advance payments and progress billings	537.0	670.4
Derivative financial instruments (Note 10)	62.6	111.5
Income taxes payable	—	49.7
Deferred income taxes	113.3	59.3
Other current liabilities	387.3	415.2
Total current liabilities	1,412.5	1,678.5
Long-term debt, less current portion (Note 4)	567.0	391.6
Accrued pension and other postretirement benefits, less current portion	151.5	140.0
Derivative financial instruments (Note 10)	55.6	29.6
Other liabilities	176.9	158.0
Commitments and contingent liabilities (Note 12)		
Stockholders' equity (Note 9):		
Preferred stock, $0.01 par value, 12.0 shares authorized; no shares issued in 2010 or 2009	—	—
Common stock, $0.01 par value, 300.0 shares authorized; 143.2 shares issued in 2010 and 2009; 119.7 and 121.8 shares outstanding in 2010 and 2009, respectively	1.4	1.4
Common stock held in employee benefit trust, at cost; 0.1 shares outstanding in 2010 and 2009	(6.5)	(5.7)
Common stock held in treasury, at cost; 23.3 and 21.2 shares in 2010 and 2009, respectively	(949.9)	(816.1)
Capital in excess of par value of common stock	692.5	710.1
Retained earnings	1,715.6	1,438.9
Accumulated other comprehensive loss	(203.7)	(225.8)
Total FMC Technologies, Inc. stockholders' equity	1,249.4	1,102.8
Noncontrolling interests	9.5	9.0
Total equity	1,258.9	1,111.8
Total liabilities and equity	$ 3,622.4	$ 3,509.5

The accompanying notes are an integral part of the condensed consolidated financial statements.

FMC Technologies, Inc. and Consolidated Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)

(In millions)

	Nine Months Ended September 30,	
	2010	2009
Cash provided (required) by operating activities of continuing operations:		
Net income attributable to FMC Technologies, Inc.	$ 276.2	$ 268.6
Income from discontinued operations, net of income taxes	(0.3)	(0.2)
Income from continuing operations	275.9	268.4
Adjustments to reconcile net income to cash provided (required) by operating activities of continuing operations:		
Depreciation	61.7	54.6
Amortization	15.4	10.1
Employee benefit plan costs	49.2	61.5
Deferred income tax provision	65.0	22.9
Unrealized loss on derivative instruments	12.8	14.7
Other	12.7	9.9
Changes in operating assets and liabilities, net of effects of acquisitions:		
Trade receivables, net	(123.8)	143.4
Inventories, net	34.9	(22.5)
Accounts payable, trade	(40.1)	(132.1)
Advance payments and progress billings	(128.7)	(83.7)
Other	(102.4)	68.1
Cash provided by operating activities of continuing operations	132.6	415.3
Cash required by discontinued operations – operating	—	(1.2)
Cash provided by operating activities	132.6	414.1
Cash provided (required) by investing activities:		
Capital expenditures	(65.0)	(76.0)
Proceeds from disposal of assets	2.1	18.8
Cash required by investing activities	(62.9)	(57.2)
Cash provided (required) by financing activities:		
Net decrease in short-term debt and current portion of long-term debt	(20.5)	(11.3)
Net increase in commercial paper	148.9	40.0
Net increase (decrease) in long-term debt	29.7	(205.5)
Purchase of treasury stock	(164.4)	(134.2)
Proceeds from exercise of stock options	1.9	1.4
Other	(13.4)	(7.2)
Cash required by financing activities	(17.8)	(316.8)
Effect of exchange rate changes on cash and cash equivalents	(0.5)	17.2
Increase in cash and cash equivalents	51.4	57.3
Cash and cash equivalents, beginning of period	460.7	340.1
Cash and cash equivalents, end of period	$ 512.1	$ 397.4

The accompanying notes are an integral part of the consolidated financial statements.

FMC Technologies, Inc. and Consolidated Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 1: Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of FMC Technologies, Inc. and its consolidated subsidiaries ("FMC") have been prepared in accordance with United States generally accepted accounting principles ("GAAP") and rules and regulations of the Securities and Exchange Commission ("SEC") pertaining to interim financial information. As permitted under those rules, certain footnotes or other financial information that are normally required by United States GAAP have been condensed or omitted. Therefore, these statements should be read in conjunction with the audited consolidated financial statements, and notes thereto, which are included in our Annual Report on Form 10-K for the year ended December 31, 2009.

Our accounting policies are in accordance with United States GAAP. The preparation of financial statements in conformity with these accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from our estimates.

In the opinion of management, the statements reflect all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of our financial condition and operating results as of and for the periods presented. Revenue, expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these statements may not be representative of those for the full year. Certain reclassifications have been made to prior period amounts to conform to the current period's presentation.

In June 2009, the Financial Accounting Standards Board issued a new accounting standard which provides amendments to previous guidance on the consolidation of variable interest entities. This standard clarifies the characteristics that identify a variable interest entity ("VIE") and changes how a reporting entity identifies a primary beneficiary that would consolidate the VIE from a quantitative risk and rewards calculation to a qualitative approach based on which variable interest holder has controlling financial interest and the ability to direct the most significant activities that impact the VIE's economic performance. This standard requires the primary beneficiary assessment to be performed on a continuous basis. It also requires additional disclosures about an entity's involvement with a VIE, restrictions on the VIE's assets and liabilities that are included in the reporting entity's consolidated balance sheet, significant risk exposures due to the entity's involvement with the VIE, and how its involvement with a VIE impacts the reporting entity's consolidated financial statements. We adopted the standard on January 1, 2010, and it had no impact on our condensed consolidated financial statements.

Note 2: Earnings Per Share

Basic earnings per share ("EPS") is computed using the weighted average number of common shares outstanding during the period. Diluted EPS gives effect to the potential dilution of earnings that could have occurred if additional shares were issued for stock options and restricted stock awards under the treasury stock method.

The following schedule is a reconciliation of the basic and diluted EPS computations:

(In millions, except per share data)	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Basic earnings per share attributable to FMC Technologies, Inc.:				
Income from continuing operations	$ 80.7	$ 91.2	$ 275.9	$ 268.4
Weighted average number of shares outstanding	120.8	123.3	121.8	124.7
Basic earnings per share from continuing operations	$ 0.67	$ 0.74	$ 2.27	$ 2.15
Diluted earnings per share attributable to FMC Technologies, Inc.:				
Income from continuing operations	$ 80.7	$ 91.2	$ 275.9	$ 268.4
Weighted average number of shares outstanding	120.8	123.3	121.8	124.7
Effect of dilutive securities:				
Options on common stock	0.1	0.3	0.2	0.4
Restricted stock	0.9	1.1	1.0	1.0
Total shares and dilutive securities	121.8	124.7	123.0	126.1
Diluted earnings per share from continuing operations	$ 0.66	$ 0.73	$ 2.24	$ 2.13

Note 3: Inventories

Inventories consisted of the following:

(In millions)	September 30, 2010	December 31, 2009
Raw materials	$ 106.0	$ 105.9
Work in process	102.3	111.3
Finished goods	494.5	511.6
Gross inventories before LIFO reserves and valuation adjustments	702.8	728.8
LIFO reserves and valuation adjustments	(156.4)	(137.0)
Net inventories	$ 546.4	$ 591.8

Note 4: Debt

Long-term debt consisted of the following:

(In millions)	September 30, 2010	December 31, 2009
Revolving credit facilities	$ 100.0	$ 100.0
Commercial paper (1)	427.5	278.7
Property financing	7.8	8.1
Term loan (2)	32.1	—
Other	5.1	5.2
Total long-term debt	572.5	392.0
Less: current portion	(5.5)	(0.4)
Long-term debt, less current portion	$ 567.0	$ 391.6

(1) Committed credit available under our five-year revolving credit facility maturing in 2012 provides the ability to refinance our commercial paper obligations on a long-term basis. Since we have both the ability and intent to refinance these obligations on a long-term basis, our commercial paper borrowings were classified as long-term in the condensed consolidated balance sheets at September 30, 2010 and December 31, 2009. Our commercial paper borrowings as of September 30, 2010 had an average interest rate of 0.40%.

(2) On May 31, 2010, we entered into a R$54.7 million term loan agreement maturing on June 15, 2013, with Itaú BBA., as Administrative Agent. Under the loan agreement, interest accrues at a rate of 4.50%. Principal and interest are due at maturity.

On January 13, 2010, we entered into a $350 million revolving credit agreement maturing on January 14, 2013, with Bank of America, N.A., as Administrative Agent. Under the credit agreement, interest accrues at a rate equal to, at our option, either (a) a base rate determined by reference to the higher of (1) the agent's prime rate, (2) the federal funds rate plus 1/2 of 1% or (3) the London Interbank Offered Rate ("LIBOR") plus 1.00% or (b) LIBOR plus 2.75%. The margin over LIBOR is variable and is determined based on our debt rating. Among other restrictions, the terms of the credit agreement include negative covenants related to liens and a financial covenant related to the debt-to-EBITDA ratio.

Note 5: Income Taxes

As of September 30, 2010, we had gross unrecognized tax benefits of $60.4 million. During the quarter we recorded a net increase in our reserve for gross unrecognized tax benefits of $7.2 million. We increased the reserve primarily for certain U.S. tax positions related to the current year and for certain foreign tax positions related to prior years that are currently under examination, offset by a decrease in the reserve for certain U.S. tax positions related to tax years with respect to which the statute of limitation has lapsed.

In April 2009, we filed a protest with the IRS Appeals Office with respect to proposed adjustments to our federal income tax returns for our 2004 and 2005 tax years related to our treatment of intercompany transfer pricing. As of September 30, 2010, we were in continuing discussions on this matter with the IRS Appeals Office. Subsequent to the September 30, 2010 balance sheet date, on November 2, 2010, we resolved this matter with the IRS Appeals Office. As a result of the resolution, we expect to record a benefit in the fourth quarter of 2010, of approximately $26.0 million, or $0.21 per share on a diluted basis, representing the resolution of the 2004 and 2005 matter, as well as the associated impact of remeasuring reserves related to intercompany transfer pricing for all other open tax years.

It is reasonably possible that within twelve months, unrecognized tax benefits related to certain tax reporting positions taken in prior periods could decrease by up to $31.9 million due to the resolution of these and other tax matters under current examination, and the lapse of certain statutes of limitation.

Table of Contents

Note 6: Warranty Obligations

We provide warranties of various lengths and terms to certain of our customers based on standard terms and conditions and negotiated agreements. We provide for the estimated cost of warranties at the time revenue is recognized for products where reliable, historical experience of warranty claims and costs exists. We also provide warranty liability when additional specific obligations are identified. The obligation reflected in other current liabilities in the consolidated balance sheets is based on historical experience by product and considers failure rates and the related costs in correcting a product failure. Warranty cost and accrual information is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2010	2009	2010	2009
Balance at beginning of period	$ 20.7	$ 18.5	$ 16.9	$ 13.5
Expense for new warranties	8.8	11.4	20.9	18.7
Adjustments to existing accruals	0.3	(4.0)	(1.7)	(1.4)
Claims paid	(6.3)	(0.8)	(12.6)	(5.7)
Balance at end of period	$ 23.5	$ 25.1	$ 23.5	$ 25.1

Note 7: Pension and Other Postretirement Benefits

The components of net periodic benefit cost were as follows:

	Pension Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2010	2009	2010	2009
Service cost	$ 8.7	$ 9.3	$ 26.9	$ 26.9
Interest cost	10.8	10.0	32.3	29.4
Expected return on plan assets	(13.6)	(11.6)	(40.9)	(34.1)
Amortization of transition asset	(0.2)	(0.2)	(0.4)	(0.4)
Amortization of prior service benefit	—	(0.1)	—	(0.2)
Amortization of actuarial losses, net	2.8	4.1	8.6	12.0
Net periodic benefit cost	$ 8.5	$ 11.5	$ 26.5	$ 33.6

	Other Postretirement Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2010	2009	2010	2009
Service cost	$ —	$ —	$ —	$ 0.1
Interest cost	0.2	0.2	0.4	0.5
Amortization of prior service benefit	(0.3)	(0.3)	(0.9)	(0.9)
Amortization of actuarial gains, net	(0.1)	—	(0.2)	—
Net periodic benefit cost	$ (0.2)	$ (0.1)	$ (0.7)	$ (0.3)

Table of Contents

Note 8: Stock-Based Compensation

We have granted awards primarily in the form of nonvested stock units (also known as restricted stock in the plan document) under our Amended and Restated Incentive Compensation and Stock Plan (the "Plan"). We recognize compensation expense for awards under the Plan and the corresponding income tax benefits related to the expense. Stock-based compensation expense for nonvested stock awards was $5.9 million and $7.2 million for the three months ended September 30, 2010 and 2009, respectively, and $22.2 million and $23.9 million for the nine months ended September 30, 2010 and 2009, respectively.

In the nine months ended September 30, 2010, we granted the following restricted stock awards to employees:

(Number of restricted stock shares in thousands)	Shares	Weighted-Average Grant Date Fair Value Per Share
Time-based	296	
Performance-based	101*	
Market-based	51*	
Granted during the nine months ended September 30, 2010	448	$ 55.33

* Assumes target payout

We granted certain time-based restricted stock awards that typically cliff vest after three or four years. The fair value of these time-based awards was determined using the market value of our common stock on the grant date. We also granted restricted stock awards with performance-based and market-based conditions. The vesting period for these awards is three years. Compensation cost is recognized over the lesser of the stated vesting period or the period until the employee reaches age 62.

For current-year performance-based awards, actual payouts may vary from zero to 203 thousand shares and will be dependent upon our performance relative to a peer group of companies with respect to earnings growth and return on investment for the year ending December 31, 2010. Compensation cost is measured based on the current expected outcome of the performance conditions and may be adjusted until the performance period ends.

For current-year market-based awards, actual payouts may vary from zero to 101 thousand shares, contingent upon our performance relative to the same peer group of companies with respect to total shareholder return ("TSR") and TSR being positive for the year ending December 31, 2010. Compensation cost for these awards is calculated using the grant date fair market value, as estimated using a Monte Carlo simulation, and is not subject to change based on future events.

Note 9: Stockholders' Equity

There were no cash dividends declared during the nine months ended September 30, 2010 or 2009.

Through September 30, 2010, we made the following purchases under our Board approved share buyback programs:

	2010		2009	
(In millions, except share data)	Shares	$	Shares	$
Total purchased to date – January 1,	26,394,934	$ 973.5	22,125,164	$817.8
Treasury stock repurchases – first quarter	873,544	50.5	1,537,800	43.5
Total purchased to date – March 31,	27,268,478	$1,024.0	23,662,964	$861.3
Treasury stock repurchases – second quarter	1,349,255	73.0	1,439,304	52.2
Total purchased to date – June 30,	28,617,733	$1,097.0	25,102,268	$913.5
Treasury stock repurchases – third quarter	679,483	40.9	917,083	38.5
Total purchased to date – September 30,	29,297,216	$1,137.9	26,019,351	$952.0
Treasury stock repurchases – fourth quarter	*	*	375,583	21.5
Total purchased to date – December 31,	*	*	26,394,934	$973.5

* Not yet applicable

We intend to hold repurchased shares in treasury for general corporate purposes, including issuances under our stock-based compensation plan. Treasury shares are accounted for using the cost method.

During the nine months ended September 30, 2010, 800 thousand shares were issued from treasury stock in connection with our stock-based compensation plan. During the year ended December 31, 2009, 1.2 million shares were issued from treasury stock.

Table of Contents

Comprehensive income (loss) consisted of the following:

(In millions)	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Net income attributable to FMC Technologies, Inc.	$ 81.0	$ 91.6	$276.2	$ 268.6
Foreign currency translation adjustments	54.9	31.3	(3.3)	87.8
Net deferral of hedging losses, net of tax (1)	25.4	16.6	21.4	71.8
Amortization of pension and other postretirement benefit losses, net of tax	1.1	2.3	4.0	6.8
Changes in investments, net of tax	—	—	—	1.9
Comprehensive income	$ 162.4	$ 141.8	$298.3	$ 436.9

(1) See additional disclosure related to hedging activity in Note 10.

Accumulated other comprehensive income (loss) consisted of the following:

(In millions)	September 30, 2010	December 31, 2009
Cumulative foreign currency translation adjustments	$ (48.1)	$ (44.8)
Cumulative deferral of hedging gains (losses), net of tax (1)	8.4	(13.0)
Cumulative deferral of pension and other postretirement benefit losses, net of tax	(164.0)	(168.0)
Accumulated other comprehensive loss	$ (203.7)	$ (225.8)

(1) See additional disclosure related to hedging activity in Note 10.

Note 10: Derivative Financial Instruments

We hold derivative financial instruments for the purpose of hedging the risks of certain identifiable and anticipated transactions. The types of risks hedged are those relating to the variability of future earnings and cash flows caused by movements in foreign currency exchange rates and interest rates. We hold the following types of derivative instruments:

Interest rate swap instruments – The purpose of these instruments is to hedge the uncertainty of anticipated interest expense from variable-rate debt obligations and achieve a fixed net interest rate. At September 30, 2010, we held three instruments which in aggregate hedge the interest expense on $100.0 million of variable-rate debt.

Foreign exchange rate forward contracts – The purpose of these instruments is to hedge the risk of changes in future cash flows of anticipated purchase or sale commitments denominated in foreign currencies. At September 30, 2010, we held the following material positions:

(In millions)	Notional Amount Bought (Sold)	USD Equivalent
Argentinean Peso	99.5	25.1
Brazilian Real	(185.8)	(109.0)
Euro	8.4	11.5
British Pound	76.3	120.6
Kuwaiti Dinar	(7.2)	(25.3)
Malaysian Ringgit	34.7	11.2
Norwegian Krone	4,429.7	758.7
Singapore Dollar	159.5	121.4
U.S. Dollar	(871.2)	(871.2)

Table of Contents

Foreign exchange rate instruments embedded in purchase and sale contracts – The purpose of these instruments is to match offsetting currency payments for particular projects, or to comply with government restrictions on the currency used to purchase goods in certain countries. At September 30, 2010, our portfolio of these instruments included the following material positions:

(In millions)	Notional Amount Bought (Sold)	USD Equivalent
Brazilian Real	(23.2)	(13.6)
Euro	20.2	27.6
British Pound	4.3	6.8
Norwegian Krone	(992.9)	(170.1)
U.S. Dollar	131.4	131.4

The purpose of our foreign currency hedging activities is to manage the volatility associated with anticipated foreign currency purchases and sales created in the normal course of business. We primarily utilize forward exchange contracts with maturities of less than three years.

Our policy is to hold derivatives only for the purpose of hedging risks and not for trading purposes where the objective is solely to generate profit. Generally, we enter into hedging relationships such that changes in the fair values or cash flows of the transactions being hedged are expected to be offset by corresponding changes in the fair value of the derivatives. For derivative instruments that qualify as a cash flow hedge, the effective portion of the gain or loss of the derivative, which does not include the time value component of a forward currency rate, is reported as a component of other comprehensive income ("OCI") and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings.

The following tables of all outstanding derivative instruments are based on estimated fair value amounts that have been determined using available market information and commonly accepted valuation methodologies. Refer to Note 11 for further disclosures related to the fair value measurement process. Accordingly, the estimates presented may not be indicative of the amounts that we would realize in a current market exchange and may not be indicative of the gains or losses we may ultimately incur when these contracts settle or mature.

		Fair Value (in millions)	
Derivatives Designated as Hedging Instruments	Balance Sheet Location	September 30, 2010	December 31, 2009
Interest rate contracts	Long-term liabilities – Derivative financial instruments	$ (3.3)	$ (0.5)
Foreign exchange contracts	Current assets – Derivative financial instruments	40.3	77.0
	Long-term assets – Derivative financial instruments	35.4	14.2
	Current liabilities – Derivative financial instruments	(33.8)	(78.0)
	Long-term liabilities – Derivative financial instruments	(28.3)	(13.2)
Total derivatives designated as hedging instruments		$ 10.3	$ (0.5)

		Fair Value (in millions)	
Derivatives Not Designated as Hedging Instruments	Balance Sheet Location	September 30, 2010	December 31, 2009
Foreign exchange contracts	Current assets – Derivative financial instruments	$ 34.4	$ 31.0
	Long-term assets – Derivative financial instruments	25.0	14.3
	Current liabilities – Derivative financial instruments	(28.8)	(33.5)
	Long-term liabilities – Derivative financial instruments	(24.0)	(15.9)
Total derivatives not designated as hedging instruments		$ 6.6	$ (4.1)

We recognized in earnings a $1.1 million loss and a $0.3 million gain for the three month periods ended September 30, 2010 and 2009, respectively, and losses of $3.0 million and $3.1 million for the nine month periods ended September 30, 2010 and 2009, respectively, on cash flow hedges as it is probable that the original forecasted transaction will not occur. Cash flow hedges of forecasted transactions, net of tax, resulted in accumulated other comprehensive gains of $8.4 million and losses of $13.0 million at September 30, 2010, and December 31, 2009, respectively. We expect to transfer an approximate $8.8 million gain from accumulated OCI to earnings during the next 12 months when the forecasted transactions actually occur. All forecasted transactions currently being hedged are expected to occur by 2014. The following tables present the impact of derivative instruments and their location within the accompanying condensed consolidated statements of income for the three and nine months ended September 30, 2010 and 2009.

Derivatives in Cash Flow Hedging Relationships	Gain or (Loss) Recognized in OCI on Derivative Instruments (Effective Portion)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2010	2009	2010	2009
Interest rate contracts	$ (0.7)	$ (1.2)	$ (2.9)	$ (0.7)
Foreign exchange contracts	33.6	16.7	11.9	52.5
Total	$ 32.9	$ 15.5	$ 9.0	$ 51.8

Derivatives in Cash Flow Hedging Relationships Location of Gain or (Loss) Reclassified From Accumulated OCI into Income	Gain or (Loss) Reclassified From Accumulated OCI into Income (Effective Portion)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2010	2009	2010	2009
Foreign exchange contracts:				
Revenue	$ (3.8)	$ (8.1)	$ (7.0)	$ (39.2)
Cost of sales	(3.8)	(1.6)	(17.9)	(21.6)
Selling, general and administrative expense	—	—	0.1	(0.3)
Total	$ (7.6)	$ (9.7)	$ (24.8)	$ (61.1)

Derivatives in Cash Flow Hedging Relationships Location of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2010	2009	2010	2009
Foreign exchange contracts:				
Revenue	$ 0.5	$ 1.8	$ 0.5	$ 6.7
Cost of sales	(3.8)	0.1	(4.6)	(4.7)
Selling, general and administrative expense	—	—	—	(0.1)
Total	$ (3.3)	$ 1.9	$ (4.1)	$ 1.9

Instruments that are not designated as hedging instruments are executed to hedge the effect of exposures in the condensed consolidated balance sheets, and occasionally forward foreign currency contracts or currency options are executed to hedge exposures which do not meet all of the criteria to qualify for hedge accounting.

Location of Gain or (Loss) Recognized in Income on Derivatives (Not Designated as Hedging Instruments)	Gain or (Loss) Recognized in Income on Derivatives (Instruments Not Designated as Hedging Instruments)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2010	2009	2010	2009
Foreign exchange contracts:				
Revenue	$ 2.1	$ (1.4)	$ 3.4	$ (2.9)
Cost of sales	0.2	(0.5)	(0.3)	(1.1)
Other income (expense), net	0.2	(4.3)	(7.5)	(2.8)
Total	$ 2.5	$ (6.2)	$ (4.4)	$ (6.8)

Note 11: Fair Value Measurements

The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

- *Level 1*: Unadjusted quoted prices in active markets for identical assets and liabilities.
- *Level 2*: Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.
- *Level 3*: Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

Assets and liabilities measured at fair value on a recurring basis at September 30, 2010 and December 31, 2009, are as follows:

	September 30, 2010			
(In millions)	**Total**	**Level 1**	**Level 2**	**Level 3**
Assets				
Investments:				
Equity securities	$ 13.3	$13.3	$ —	$ —
Fixed income fund	7.8	7.8	—	—
Stable value fund	2.5	—	2.5	—
Cash equivalents / other	1.8	1.8	—	—
Derivative financial instruments:				
Foreign exchange contracts	135.1	—	135.1	—
Total assets	$160.5	$22.9	$137.6	$ —
Liabilities				
Derivative financial instruments:				
Interest rate contracts	$ 3.3	$ —	$ 3.3	$ —
Foreign exchange contracts	114.9	—	114.9	—
Earn-out contingent consideration obligation	58.0	—	—	58.0
Total liabilities	$176.2	$ —	$118.2	$58.0

	December 31, 2009			
(In millions)	**Total**	**Level 1**	**Level 2**	**Level 3**
Assets				
Investments:				
Equity securities	$ 12.8	$12.8	$ —	$ —
Fixed income fund	7.9	7.9	—	—
Cash equivalents / other	4.5	4.5	—	—
Derivative financial instruments:				
Foreign exchange contracts	136.5	—	136.5	—
Total assets	$161.7	$25.2	$136.5	$ —
Liabilities				
Derivative financial instruments:				
Interest rate contracts	$ 0.5	$ —	$ 0.5	$ —
Foreign exchange contracts	140.6	—	140.6	—
Earn-out contingent consideration obligation	54.0	—	—	54.0
Total liabilities	$195.1	$ —	$141.1	$54.0

Investments— The fair value measurement of our equity securities, fixed income fund and other investment assets is based on quoted prices that we have the ability to access in public markets. Our stable value fund is valued at the net asset value of the shares held at the end of the quarter which is based on the fair value of the underlying investments using information reported by the investment advisor at quarter-end.

Derivative financial instruments—We use the income approach as the valuation technique to measure the fair value of foreign currency derivative instruments on a recurring basis. This approach calculates the present value of the future cash flow by measuring the change from the derivative contract rate and the published market indicative currency rate, multiplied by the contract notional values. Credit risk is then incorporated by reducing the derivative's fair value in asset positions by the result of multiplying the present value of the portfolio by the counterparty's published credit spread. Portfolios in a liability position are adjusted by the same calculation; however, we utilize our credit spread for this adjustment. Our credit spread and that of other counterparties not publicly available are approximated by using the spread of similar companies in the same industry, of similar size and with the same credit rating. The derivative asset values presented in the preceding tables were reduced by $0.8 million, and the derivative liability values reduced by $0.1 million to approximate fair value, including credit risk.

At the present time, we have no credit risk-related contingent features in our agreements with the financial institutions which would require us to post collateral for derivative positions in a liability position.

See Note 10 for additional disclosure related to derivative financial instruments.

Earn-out contingent consideration obligation—The fair value measurement of the earn-out contingent consideration obligation relates to the acquisition of Multi Phase Meters AS in October 2009 and is included in other long-term liabilities in the condensed consolidated balance sheets. We determined the fair value of the earn-out contingent consideration obligation using a discounted cash flow model. The key assumption used in applying the income approach is a discount rate which approximates our debt credit rating. The fair value measurement is based upon significant inputs not observable in the market. Changes in the value of the obligation are recorded as income or expense in our condensed consolidated statements of income.

Changes in the fair value of our Level 3 earn-out contingent consideration obligation during the nine months ended September 30, 2010, are as follows:

(In millions)	Earn-out Contingent Consideration
Balance, January 1, 2010	$ 54.0
Total gains (realized/unrealized) included in earnings	4.2
Foreign currency translation adjustment	(0.2)
Balance, September 30, 2010	$ 58.0

Other fair value disclosures—The carrying amounts of cash and cash equivalents, trade receivables, accounts payable, short-term debt, commercial paper, and debt associated with revolving credit facilities, as well as amounts included in other current assets and other current liabilities that meet the definition of financial instruments, approximate fair value because of their short-term maturities.

Credit risk—By their nature, financial instruments involve risk including credit risk for non-performance by counterparties. Financial instruments that potentially subject us to credit risk primarily consist of trade receivables and derivative contracts. We manage the credit risk on financial instruments by transacting only with what management believes are financially secure counterparties, requiring credit approvals and credit limits, and monitoring counterparties' financial condition. Our maximum exposure to credit loss in the event of non-performance by the counterparty is limited to the amount drawn and outstanding on the financial instrument. Allowances for losses on trade receivables are established based on collectability assessments. We mitigate credit risk on derivative contracts by executing contracts only with counterparties that consent to a master netting agreement, which permits the net settlement of the gross derivative assets against the gross derivative liabilities.

Note 12: Commitments and Contingent Liabilities

In the ordinary course of business with customers, vendors and others, we issue standby letters of credit, performance bonds, surety bonds and other guarantees. The majority of these financial instruments represent guarantees of our future performance. Additionally, we were the named guarantor on certain letters of credit and performance bonds issued by our former subsidiary, John Bean Technologies Corporation ("JBT"); however, pursuant to the terms and conditions of the Separation and Distribution Agreement, dated July 31, 2008, between FMC and JBT, (the "JBT Separation and Distribution Agreement"), JBT was required to use reasonable efforts to eliminate all such obligations. JBT has done so and other than the residual obligations arising by law related to certain government contracts that have now been assigned to JBT, all such obligations have been eliminated. Pursuant to the terms of the JBT Separation and Distribution Agreement, we are fully indemnified by JBT with respect to this residual exposure. Management does not expect any of these financial instruments to result in losses that, if incurred, would have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Table of Contents

We are the named defendant in a number of lawsuits; however, while the results of litigation cannot be predicted with certainty, management believes that the most probable, ultimate resolution of these matters will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

In addition, under the Separation and Distribution Agreement, dated May 31, 2001, between FMC Corporation and FMC Technologies, which contains key provisions relating to our 2001 spin-off from FMC Corporation, FMC Corporation is required to indemnify us for certain claims made prior to the spin-off, as well as for other claims related to discontinued operations. We expect that FMC Corporation will bear responsibility for the majority of these claims. Under the JBT Separation and Distribution Agreement, which contains key provisions relating to the spin-off of the Airport and FoodTech businesses from us in 2008, JBT is required to indemnify us for certain claims made prior to the spin-off, as well as for other claims related to JBT products or business operations. Some of these claims may include those described in this paragraph involving FMC Corporation. While the ultimate responsibility for claims involving FMC Technologies, FMC Corporation or JBT cannot yet be determined due to lack of identification of the products or premises involved, we expect that FMC Corporation will bear responsibility for a majority of these claims initiated subsequent to the spin-off and that JBT will bear responsibility for other claims initiated subsequent to the spin-off.

Note 13: Business Segment Information

Segment revenue, segment operating profit and corporate items were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2010**	**2009**	**2010**	**2009**
Segment Revenue				
Energy Production Systems	$770.1	$ 926.9	$2,480.6	$2,733.1
Energy Processing Systems	192.7	166.2	552.6	521.3
Other revenue (1) and intercompany eliminations	(2.8)	(4.7)	(10.4)	(9.2)
Total revenue	$960.0	$1,088.4	$3,022.8	$3,245.2
Income before income taxes:				
Segment operating profit:				
Energy Production Systems	$105.9	$ 140.4	$ 393.1	$ 384.9
Energy Processing Systems	34.5	24.8	91.3	81.8
Total segment operating profit	140.4	165.2	484.4	466.7
Corporate items:				
Corporate expense (2)	(10.2)	(9.3)	(29.3)	(25.2)
Other revenue (1) and other expense, net (3)	(15.2)	(21.0)	(45.9)	(51.8)
Net interest expense	(1.8)	(2.1)	(6.5)	(6.5)
Total corporate items	(27.2)	(32.4)	(81.7)	(83.5)
Income from continuing operations before income taxes attributable to FMC Technologies, Inc.	$113.2	$ 132.8	$ 402.7	$ 383.2

(1) Other revenue comprises certain unrealized gains and losses on derivative instruments related to unexecuted sales contracts.
(2) Corporate expense primarily includes corporate staff expenses.
(3) Other expense, net, generally includes stock-based compensation, other employee benefits, LIFO adjustments, certain foreign exchange gains and losses and the impact of unusual or strategic transactions not representative of segment operations.

Table of Contents

Segment operating capital employed and assets were as follows:

(In millions)	September 30, 2010	December 31, 2009
Segment operating capital employed (1):		
Energy Production Systems	$ 1,283.4	$ 1,022.0
Energy Processing Systems	375.4	347.6
Total segment operating capital employed	1,658.8	1,369.6
Segment liabilities included in total segment operating capital employed (2)	1,298.3	1,508.9
Corporate (3)	665.3	631.0
Total assets	$ 3,622.4	$ 3,509.5
Segment assets:		
Energy Production Systems	$ 2,433.2	$ 2,397.7
Energy Processing Systems	527.4	486.2
Intercompany eliminations	(3.5)	(5.4)
Total segment assets	2,957.1	2,878.5
Corporate (3)	665.3	631.0
Total assets	$ 3,622.4	$ 3,509.5

(1) Management views segment operating capital employed, which consists of assets, net of its liabilities, as the primary measure of segment capital. Segment operating capital employed excludes debt, pension liabilities, income taxes, LIFO inventory reserves and the fair value of derivatives.

(2) Segment liabilities included in total segment operating capital employed consist of trade and other accounts payable, advance payments and progress billings, accrued payroll and other liabilities.

(3) Corporate includes cash, LIFO inventory reserves, deferred income tax balances, property, plant and equipment not associated with a specific segment, pension assets and the fair value of derivatives.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statement under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995: FMC Technologies, Inc. and its representatives may from time to time make written or oral statements that are "forward-looking" and provide information that is not historical in nature, including statements that are or will be contained in this report, the notes to our consolidated financial statements, our other filings with the SEC, our press releases and conference call presentations and our other communications to our stockholders. These statements involve known and unknown risks, uncertainties and other factors that may be outside of our control and may cause actual results to differ materially from any results, levels of activity, performance or achievements expressed or implied by any forward-looking statement. These factors include, among other things, those described under Risk Factors in Item 1A of our 2009 Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 1, 2010 and this Form 10-Q.

In some cases, forward-looking statements can be identified by such words or phrases as "will likely result," "is confident that," "expects," "should," "could," "may," "will continue to," "believes," "anticipates," "predicts," "forecasts," "estimates," "projects," "potential," "intends" or similar expressions identifying "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including the negative of those words and phrases. Such forward-looking statements are based on our current views and assumptions regarding future events, future business conditions and our outlook based on currently available information. We wish to caution you not to place undue reliance on any such forward-looking statements, which speak only as of the date made and involve judgments.

CONSOLIDATED RESULTS OF OPERATIONS
THREE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009

(In millions, except %)	Three Months Ended September 30, 2010	2009	Change $	%
Revenue	$960.0	$1,088.4	(128.4)	(11.8)
Costs and expenses:				
Cost of sales	723.0	835.7	(112.7)	(13.5)
Selling, general and administrative expense	109.3	98.4	10.9	11.1
Research and development expense	15.9	13.1	2.8	21.4
Total costs and expenses	848.2	947.2	(99.0)	(10.5)
Other income (expense), net	3.6	(5.7)	9.3	*
Net interest expense	(1.8)	(2.1)	0.3	14.3
Income before income taxes	113.6	133.4	(19.8)	(14.8)
Provision for income taxes	32.5	41.6	(9.1)	(21.9)
Income from continuing operations	81.1	91.8	(10.7)	(11.7)
Income from discontinued operations, net of income taxes	0.3	0.4	(0.1)	*
Net income	81.4	92.2	(10.8)	(11.7)
Less: net income attributable to noncontrolling interests	(0.4)	(0.6)	0.2	33.3
Net income attributable to FMC Technologies, Inc	$ 81.0	$ 91.6	(10.6)	(11.6)

* Not meaningful

Total revenue for the three months ended September 30, 2010 decreased $128.4 million compared to the same period in 2009. We entered the year with a lower backlog driven by the weak global economic climate of 2009. The impact of the lower backlog coming into 2010, combined with early stage progress on subsea projects that were awarded in the first half of 2010 resulted in decreased revenue for Energy Production Systems during the third quarter of 2010, compared to the prior-year period. Additionally, the impact of the drilling moratorium imposed in the Gulf of Mexico resulted in some delay in project orders and service activities, further reducing subsea revenue during the third quarter of 2010. This decrease was partially offset by increased revenue in Energy Processing Systems, driven primarily by higher demand for fluid control products which benefited from the strength in North American oil and gas land-based activity.

Gross profit (revenue less cost of sales) totaled $237.0 million, or 24.7% of revenue, for the quarter ended September 30, 2010, and as a percentage of revenue was 1.5 percentage points above the gross profit margins generated in the quarter ended September 30, 2009. The margin improvement was largely attributable to continued progress on some of the more profitable projects in our subsea backlog. Additionally, North American oil and gas land-based activity improved year-over-year, resulting in higher sales volume and margin improvement in our fluid control business.

Selling, general and administrative ("SG&A") expense for the third quarter of 2010 increased by $10.9 million compared to the prior-year quarter. The increase was driven primarily by increased bid activity and staffing expenses in our operations during the quarter ended September 30, 2010, compared to the third quarter of 2009. Additionally, the current year expense reflects activities related to businesses acquired during the fourth quarter of 2009. This increase was partially offset by lower pension expense of $3.0 million year-over-year resulting from higher expected plan assets.

Research and development expense increased during the third quarter of 2010, compared to the prior year quarter, as we continue to advance new technologies pertaining to subsea processing capabilities. The current year expense also reflects research and development activity related to businesses acquired during the fourth quarter of 2009.

Other income (expense), net, primarily reflects non-operating, net mark-to-market gains of $2.0 million and losses of $7.4 million related to foreign currency exposures for the quarters ended September 30, 2010 and 2009, respectively.

Our income tax provisions for the third quarter of 2010 and 2009 reflect effective tax rates of 28.7% and 31.3%, respectively. The decrease in the effective rate in 2010 was primarily due to a favorable change in the forecasted mix of earnings subject to U.S. and foreign tax rates, partially offset by an increase in unrecognized tax benefits and an increase in the U.S. tax cost of repatriating foreign

Table of Contents

earnings. The difference between the effective tax rate and the statutory U.S. federal income tax rate related primarily to differing foreign and state tax rates, unrecognized tax benefits and the impact of foreign earnings repatriation.

Business Outlook

Management remains optimistic about business activity for the fourth quarter of 2010. The current oil market is reflective of slowly stabilizing global economies and firming expectations of increased energy demand for the remainder of 2010 and beyond. As a result of the rising expectations for energy demand, oil prices have increased from the depressed levels witnessed in early 2009, and have been relatively stable for much of the year. As a consequence, demand for exploration and production activity is also improving, leading to stronger business activity in certain businesses for 2010 and expectations of ongoing strength for 2011.

We are uncertain about the long term effect of the recently lifted deepwater drilling moratorium in the Gulf of Mexico. Notwithstanding the lifting of the moratorium, we anticipate that there will continue to be delays in the resumption of drilling-related activities, including delays in the issuance of drilling permits, as certain regulatory initiatives are implemented. Our subsea revenue associated with the Gulf of Mexico was approximately 12.0% of total revenue in 2009. The moratorium negatively impacted subsea revenue in the third quarter of 2010, and we expect that it will also have a negative impact on subsea revenue in the fourth quarter of 2010 and into 2011 as a result of depressed customer support demand and the continued delay of significant subsea project orders from the Gulf of Mexico. Management continues to monitor the impact of the moratorium on business operations.

OPERATING RESULTS OF BUSINESS SEGMENTS
THREE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009

(In millions, except %)	Three Months Ended September 30,		Favorable/ (Unfavorable)	
	2010	2009	$	%
Segment Revenue				
Energy Production Systems	$770.1	$ 926.9	(156.8)	(16.9)
Energy Processing Systems	192.7	166.2	26.5	15.9
Other revenue and intercompany eliminations	(2.8)	(4.7)	1.9	40.4
Total revenue	$960.0	$1,088.4	(128.4)	(11.8)
Segment Operating Profit				
Energy Production Systems	$105.9	$ 140.4	(34.5)	(24.6)
Energy Processing Systems	34.5	24.8	9.7	39.1
Total segment operating profit	140.4	165.2	(24.8)	(15.0)
Corporate Items				
Corporate expense	(10.2)	(9.3)	(0.9)	(9.7)
Other revenue and other (expense), net	(15.2)	(21.0)	5.8	27.6
Net interest expense	(1.8)	(2.1)	0.3	14.3
Total corporate items	(27.2)	(32.4)	5.2	16.0
Income from continuing operations before income taxes	113.2	132.8	(19.6)	(14.8)
Provision for income taxes	32.5	41.6	9.1	21.9
Income from continuing operations	80.7	91.2	(10.5)	(11.5)
Income from discontinued operations, net of income taxes	0.3	0.4	(0.1)	*
Net income attributable to FMC Technologies, Inc.	$ 81.0	$ 91.6	(10.6)	(11.6)

* Not meaningful

Segment operating profit is defined as total segment revenue less segment operating expenses. The following items have been excluded in computing segment operating profit: corporate staff expense, interest income and expense associated with corporate investments and debt facilities, income taxes and other expense, net.

Energy Production Systems

Energy Production Systems' revenue for the three months ended September 30, 2010 decreased $156.8 million compared to the same period in 2009. Segment revenue is impacted by the execution of backlog and trends in land and offshore oil and gas exploration and production, including shallow and deepwater development. The decline in oil and gas exploration activity during 2009, and consequently, the reduction in our subsea backlog during the prior year, combined with early stage progress on subsea projects awarded during the first half of 2010, resulted in the decline in revenue year-over-year. The impact of the drilling moratorium imposed

in the Gulf of Mexico also resulted in some delay in project orders and service activities, further reducing subsea revenue during the third quarter of 2010.

Energy Production Systems’ operating profit in the third quarter of 2010 decreased by $34.5 million over the prior year, and operating margins were 1.4 percentage points below the comparable prior-year period. The deterioration in operating margins resulted primarily from increased bid activity and staffing expenses in our operations during the third quarter of 2010, compared to the third quarter of 2009. This was partially offset by gross margin improvement largely attributable to continued progress on some of the more profitable projects in our subsea backlog.

Energy Processing Systems

Energy Processing Systems’ revenue increased by $26.5 million during the third quarter of 2010, as compared to the same period in 2009. The increase was driven by greater demand for fluid control products which benefited from the strength in North American oil and gas land-based activity. The increase was partially offset by a weakened demand for coal-fired power generation which negatively impacted material handling systems revenue, and to a lesser extent, the postponement of liquefied natural gas infrastructure projects in 2009 and early 2010, resulting in lower loading systems revenue.

Energy Processing Systems’ operating profit increased $9.7 million in the third quarter of 2010, compared to the same quarter of 2009, and operating margins were 3.0 percentage points above the prior year level. The increase is due primarily to higher sales volume and margin improvement in our fluid control business, coupled with a more profitable mix of projects in our measurement solutions business during the third quarter of 2010, compared to the same period in 2009. The margin improvement was partially offset by higher selling and staffing costs in our fluid control business driven by increased activity, combined with expenses associated with a business acquired during the fourth quarter of 2009.

Corporate Items

Our corporate items reduced earnings by $27.2 million for the three months ended September 30, 2010, compared to $32.4 million for the same period in 2009. The decrease in expense primarily reflects a reduction in foreign currency losses of $2.7 million, combined with lower pension expense of $2.3 million year-over-year resulting from higher expected plan assets.

Inbound Orders and Order Backlog

Inbound orders represent the estimated sales value of confirmed customer orders received during the reporting period.

	Inbound Orders			
	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2010	2009(1)	2010	2009(1)
Energy Production Systems	$1,365.0	$692.1	$3,482.3	$1,792.5
Energy Processing Systems	193.7	135.0	599.7	427.4
Intercompany eliminations	(2.0)	(4.0)	(6.4)	(7.8)
Total inbound orders	$1,556.7	$823.1	$4,075.6	$2,212.1

(1) Inbound orders for 2009 have been revised to exclude the effects of foreign currency translation on backlog. Prior to 2010, our practice was to include backlog translation effects as a component of inbound orders.

Order backlog is calculated as the estimated sales value of unfilled, confirmed customer orders at the reporting date. Translation positively affected backlog by $206.8 million and $155.1 million for the three months ended September 30, 2010 and 2009, respectively, and by $54.9 million and $340.6 million for the nine months ended September 30, 2010 and 2009, respectively.

	Order Backlog		
(In millions)	September 30, 2010	December 31, 2009	September 30, 2009
Energy Production Systems	$ 3,390.0	$ 2,332.6	$ 2,736.8
Energy Processing Systems	263.9	221.1	226.7
Intercompany eliminations	(4.3)	(8.3)	(4.1)
Total order backlog	$ 3,649.6	$ 2,545.4	$ 2,959.4

Table of Contents

Energy Productions Systems' order backlog at September 30, 2010, increased by $1.1 billion compared to year-end 2009, reflecting higher subsea project orders. Backlog of $3.4 billion at September 30, 2010, includes various projects for BP; Gazprom's Kirinskoye; Petrobras' Cascade, Marlim and Tree and Manifold Frame Agreements; Shell's Perdido Stage II; Statoil's Katla, Marulk and Pan Pandora; and Total's CLOV, GirRI, Pazflor and Laggan-Tormore subsea projects.

Energy Processing Systems' order backlog at September 30, 2010, increased by $42.8 million compared to year-end 2009, and by $37.2 million compared to September 30, 2009. The increase from year-end is driven primarily by higher demand for fluid control products attributable to the strength of North American oil and gas land-based activity. This increase was partially offset by the weaker demand for loading systems products resulting from the postponement of liquefied natural gas infrastructure projects in 2009 and early 2010.

CONSOLIDATED RESULTS OF OPERATIONS
NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009

	Nine Months Ended September 30,		Change	
(In millions, except %)	2010	2009	$	%
Revenue	$3,022.8	$3,245.2	(222.4)	(6.9)
Costs and expenses:				
Cost of sales	2,245.6	2,536.1	(290.5)	(11.5)
Selling, general and administrative expense	312.9	281.0	31.9	11.4
Research and development expense	49.1	34.4	14.7	42.7
Total costs and expenses	2,607.6	2,851.5	(243.9)	(8.6)
Other expense, net	(4.6)	(2.4)	(2.2)	*
Net interest expense	(6.5)	(6.5)	—	—
Income before income taxes	404.1	384.8	19.3	5.0
Provision for income taxes	126.8	114.8	12.0	10.5
Income from continuing operations	277.3	270.0	7.3	2.7
Income from discontinued operations, net of income taxes	0.3	0.2	0.1	*
Net income	277.6	270.2	7.4	2.7
Less: net income attributable to noncontrolling interests	(1.4)	(1.6)	0.2	12.5
Net income attributable to FMC Technologies, Inc	$ 276.2	$ 268.6	7.6	2.8

* Not meaningful

Total revenue for the nine months ended September 30, 2010 decreased $222.4 million compared to the same period in 2009. Total revenue for the nine months ended September 30, 2010 included a $107.9 million favorable impact of foreign currency translation, compared to the prior-year period. Excluding the impact of foreign currency translation, total revenue declined by $330.3 million year-over-year. We entered the year with a lower backlog driven by the weak global economic climate of 2009. The impact of the lower backlog coming into 2010, combined with early stage progress on subsea projects awarded in the first half of 2010 resulted in decreased revenue for Energy Production Systems during the nine months ended September 30, 2010, compared to the prior-year period. The impact of the drilling moratorium imposed in the Gulf of Mexico also resulted in some delay in project orders and service activities, further reducing subsea revenue during the third quarter of 2010. Additionally, within Energy Processing Systems, our material handling systems and loading systems businesses experienced decreased sales which were more than offset by increased revenue within our fluid control business, driven primarily by higher demand for fluid control products which benefited from the strength in North American oil and gas land-based activity.

Gross profit (revenue less cost of sales) totaled $777.2 million, or 25.7% of revenue, for the nine months ended September 30, 2010, and as a percentage of revenue was 3.9 percentage points above the gross profit margins generated in the nine months ended September 30, 2009. The margin improvement was driven primarily by continued progress on some of the more profitable projects in our subsea backlog. Additionally, North American oil and gas land-based activity improved year-over-year, resulting in higher sales volume and margin improvement in our fluid control business. Foreign currency translation favorably impacted gross profit for the nine months ended September 30, 2010 by $17.4 million compared to the prior-year period.

SG&A expense for the nine months ended September 30, 2010 increased by $31.9 million compared to the prior-year period, driven by increased bid activity and staffing expenses in our operations. Current year expense also includes the activities related to businesses acquired during the fourth quarter of 2009. The increase was partially offset by decreased pension expense of $7.1 million during the nine months ended September 30, 2010, compared to the prior-year period, resulting from higher expected plan assets and lower expense of $4.5 million year-over-year associated with our obligation for our non-qualified deferred compensation plan.

Table of Contents

Research and development expense increased year-over-year, as we continue to advance new technologies pertaining to subsea processing capabilities. The current year expense also reflects research and development activity related to businesses acquired during the fourth quarter of 2009.

Other expense, net, reflects non-operating, net mark-to-market losses of $6.0 million related to foreign currency exposures for the nine months ended September 30, 2010 and 2009. Additionally, we recognized $1.3 million and $2.9 million in expense associated with investments held in an employee benefit trust for our non-qualified deferred compensation plan, during the nine months ended September 30, 2010 and 2009, respectively.

Our income tax provisions during the first nine months of 2010 and 2009 reflect effective tax rates of 31.5% and 30.0%, respectively. The increase in the effective rate in 2010 was primarily due to an increase in unrecognized tax benefits, partially offset by a decrease in the U.S. tax cost of repatriating foreign earnings. The difference between the effective tax rate and the statutory U.S. federal income tax rate related primarily to differing foreign and state tax rates, unrecognized tax benefits and the impact of foreign earnings repatriation.

OPERATING RESULTS OF BUSINESS SEGMENTS
NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009

(In millions, except %)	Nine Months Ended September 30,		Favorable/ (Unfavorable)	
	2010	2009	$	%
Segment Revenue				
Energy Production Systems	$2,480.6	$2,733.1	(252.5)	(9.2)
Energy Processing Systems	552.6	521.3	31.3	6.0
Other revenue and intercompany eliminations	(10.4)	(9.2)	(1.2)	(13.0)
Total revenue	$3,022.8	$3,245.2	(222.4)	(6.9)
Segment Operating Profit				
Energy Production Systems	$ 393.1	$ 384.9	8.2	2.1
Energy Processing Systems	91.3	81.8	9.5	11.6
Total segment operating profit	484.4	466.7	17.7	3.8
Corporate Items				
Corporate expense	(29.3)	(25.2)	(4.1)	(16.3)
Other revenue and other expense, net	(45.9)	(51.8)	5.9	11.4
Net interest expense	(6.5)	(6.5)	—	—
Total corporate items	(81.7)	(83.5)	1.8	2.2
Income from continuing operations before income taxes	402.7	383.2	19.5	5.1
Provision for income taxes	126.8	114.8	(12.0)	(10.5)
Income from continuing operations	275.9	268.4	7.5	2.8
Income from discontinued operations, net of income taxes	0.3	0.2	0.1	*
Net income attributable to FMC Technologies, Inc.	$ 276.2	$ 268.6	7.6	2.8

* Not meaningful

Energy Production Systems

Energy Production Systems' revenue for the nine months ended September 30, 2010 decreased $252.5 million compared to the same period in 2009. Revenue for the nine months ended September 30, 2010 included a $109.3 million favorable impact of foreign currency translation, compared to the prior-year period. Excluding the impact of foreign currency translation, revenue declined by $361.8 million year-over-year. Segment revenue is impacted by the execution of backlog and trends in land and offshore oil and gas exploration and production, including shallow and deepwater development. The decline in oil and gas exploration activity during 2009, and consequently, the reduction in our subsea backlog during the prior year, combined with early stage progress on subsea projects awarded in the first half of 2010, resulted in the decline in revenue year-over-year. The impact of the drilling moratorium imposed in the Gulf of Mexico also resulted in some delay in project orders and service activities, further reducing subsea revenue during the third quarter of 2010.

Energy Production Systems' operating profit during the nine months ended September 30, 2010 increased by $8.2 million over the prior year and as a percentage of revenue was 1.8 percentage points above the comparable prior-year period. The margin improvement was driven primarily by continued progress on some of the more profitable projects in our subsea backlog. This improvement was partially offset by higher SG&A expense resulting from increased bid activity and staffing expenses in 2010, combined with expenses associated with a business acquired during the fourth quarter of 2009. Foreign currency translation favorably impacted operating profit for the nine months ended September 30, 2010 by $11.8 million compared to the prior-year period.

Energy Processing Systems

Energy Processing Systems' revenue was $31.3 million higher for the first nine months of 2010, compared to the same period in 2009. The increase was driven by higher demand for fluid control products which benefited from the strength in North American oil and gas land-based activity. The increase was partially offset by a weakened demand for coal-fired power generation which negatively impacted revenue for our material handling systems business and the postponement of liquefied natural gas infrastructure projects in 2009 and early 2010 which resulted in lower revenue for our loading systems business.

Energy Processing Systems' operating profit was $9.5 million higher year-over-year, and operating margins were 80 basis points above the prior-year period. The margin improvement was driven primarily by higher sales volume and margin improvement in our fluid control business which benefited from the strength in North American oil and gas land-based activity. The margin improvement was partially offset by higher selling and staffing costs in our fluid control business driven by increased activity, combined with expenses associated with a business acquired during the fourth quarter of 2009.

Corporate Items

Our corporate items reduced earnings by $81.7 million for the nine months ended September 30, 2010, compared to $83.5 million for the same period in 2009. The decrease in expense primarily reflects lower pension expense of $6.3 million resulting from higher expected plan assets and lower LIFO costs of $3.4 million during the nine months ended September 30, 2010, compared to the prior-year period. We also recognized $1.4 million and $4.2 million in net losses for the nine months ended September 30, 2010 and 2009, respectively, associated with our obligation and investments held in an employee benefit trust for our non-qualified deferred compensation plan. The decrease was partially offset by additional foreign currency losses of $6.3 million year-over-year.

LIQUIDITY AND CAPITAL RESOURCES

We generate our capital resources primarily through operations, and when needed, through various credit facilities.

We were in a net debt position at September 30, 2010. Net (debt) cash is a non-GAAP measure reflecting debt, net of cash and cash equivalents. Management uses this non-GAAP measure to evaluate our capital structure and financial leverage. We believe that net (debt) cash is a meaningful measure of our financial leverage and will assist investors in understanding our results and recognizing underlying trends. This measure supplements disclosures required by GAAP. The following table provides details of the balance sheet classifications included in net (debt) cash.

(In millions)	September 30, 2010	December 31, 2009
Cash and cash equivalents	$ 512.1	$ 460.7
Short-term debt and current portion of long-term debt	(11.6)	(28.5)
Long-term debt, less current portion	(567.0)	(391.6)
Net (debt) cash	$ (66.5)	$ 40.6

The change in our net (debt) cash position was primarily due to the repurchase of our common stock and capital expenditures for the nine months ended September 30, 2010, partially offset by cash generated from operating activities.

Cash Flows

Cash generated by operating activities of continuing operations was $132.6 million and $415.3 million for the nine months ended September 30, 2010 and 2009, respectively. The year-over-year change was due primarily to changes in our working capital driven by our portfolio of projects. Our working capital balances can vary significantly depending on the payment and delivery terms on key contracts.

During the nine months ended September 30, 2010, cash flows required by investing activities totaled $62.9 million, primarily consisting of amounts required to fund capital expenditures. Capital expenditures during the nine months ended September 30, 2010, decreased by $11.0 million from the prior-year period, due largely to the completion of construction on intervention assets during the first half of 2009 for Energy Production Systems. Additionally, we had $2.1 million and $18.8 million in proceeds from the disposal of assets and the sale of other investments during the first nine months of 2010 and 2009, respectively.

Cash required by financing activities was $17.8 million and $316.8 million for the nine months ended September 30, 2010 and 2009, respectively. Cash flows from operations for the nine months ended September 30, 2010, were not sufficient to fund capital expenditures and the repurchase of common stock, resulting in incremental borrowings of $158.1 million. Our incremental cash requirements were primarily funded with proceeds from commercial paper.

Debt and Liquidity

The following is a summary of our credit facilities at September 30, 2010:

(In millions) Description	Amount	Debt Outstanding	Commercial Paper Outstanding	Letters of Credit	Unused Capacity	Maturity
			(a)			
Five-year committed revolving credit facility	$600.0	$ 100.0	$ 428.0	$16.1	$ 55.9	December 2012
Three-year committed revolving credit agreement	350.0	—	—	—	350.0	January 2013
	$950.0	$ 100.0	$ 428.0	$16.1	$405.9	

(a) Under our commercial paper program, we have the ability to access up to $500.0 million of financing through our commercial paper dealers. Our available capacity under our revolving credit facilities is reduced by any outstanding commercial paper.

Committed credit available under our five-year revolving credit facility maturing in December 2012 provides the ability to issue our commercial paper obligations on a long-term basis. We had $428.0 million of commercial paper issued under this facility at September 30, 2010. Since we had both the ability and intent to refinance these obligations on a long-term basis, our commercial paper borrowings were classified as long-term in the accompanying condensed consolidated balance sheets at September 30, 2010 and December 31, 2009.

On January 13, 2010, we entered into a $350 million revolving credit agreement maturing on January 14, 2013, with Bank of America, N.A., as Administrative Agent. Under the credit agreement, interest accrues at a rate equal to, at our option, either (a) a base rate determined by reference to the higher of (1) the agent's prime rate, (2) the federal funds rate plus 1/2 of 1% or (3) the London Interbank Offered Rate ("LIBOR") plus 1.00% or (b) LIBOR plus 2.75%. The margin over LIBOR is variable and is determined based on our debt rating. Among other restrictions, the terms of the credit agreement include negative covenants related to liens and a financial covenant related to the debt-to-EBITDA ratio.

Credit risk analysis

Valuations of derivative assets and liabilities reflect the value of the instruments, including the values associated with counterparty risk. These values must also take into account our credit standing, thus including in the valuation of the derivative instrument the value of the net credit differential between the counterparties to the derivative contract. Our methodology includes the impact of both counterparty and our own credit standing. Additional information about credit risk is incorporated herein by reference from Note 11 to our condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q.

Outlook

Historically, we have generated our capital resources primarily through operations and, when needed, through credit facilities. We continue to witness volatility in the credit, equity and commodity markets that began in 2008. While this creates some degree of uncertainty for our business, management believes we have secured sufficient credit capacity to mitigate potential negative impacts on our operations. We expect to continue to meet our cash requirements with a combination of cash on hand, cash generated from operations and our credit facilities.

We project spending approximately $35.0 million during the fourth quarter of 2010 for capital expenditures, largely for enhancements to our manufacturing and service capabilities. We anticipate contributing approximately $41.7 million to our pension plans during the last three months of 2010. Further, we expect to continue our stock repurchases authorized by our Board, with the timing and amounts of these repurchases dependent upon market conditions and liquidity.

We have $405.9 million in capacity available under our bank lines that we expect to utilize if working capital temporarily increases in response to market demand and when opportunities for business acquisitions meet our standards. Our intent is to maintain a level of financing sufficient to meet this objective. We continue to evaluate acquisitions, divestitures and joint ventures in the ordinary course of business.

CRITICAL ACCOUNTING ESTIMATES

Refer to our Annual Report on Form 10-K for the year ended December 31, 2009, for a discussion of our critical accounting estimates. During the nine months ended September 30, 2010, there were no material changes in our judgments and assumptions associated with the development of our critical accounting estimates.

RECENTLY ISSUED ACCOUNTING STANDARDS

In October 2009, the Financial Accounting Standards Board issued an update to existing guidance on revenue recognition for arrangements with multiple deliverables. This update will allow companies to allocate consideration received for qualified separate deliverables based on estimated selling price for both delivered and undelivered items when vendor-specific or third-party evidence is unavailable. Additionally, disclosure of the nature of multiple element arrangements, the types of deliverables under the arrangements, the general timing of their delivery, and significant factors and estimates used to determine estimated selling prices are required. We will adopt this update for new revenue arrangements entered into or materially modified beginning January 1, 2011. We are currently evaluating the provisions of the update and have not yet determined the impact, if any, on our consolidated financial statements.

Management believes the impact of other recently issued accounting standards, which are not yet effective, will not have a material impact on our condensed consolidated financial statements upon adoption.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in reported market risks from the information reported in our Annual Report on Form 10-K for the year ended December 31, 2009.

ITEM 4. CONTROLS AND PROCEDURES

Under the direction of our principal executive officer and principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this Form 10-Q. Based upon this evaluation, our principal executive officer and principal financial officer have concluded as of September 30, 2010 that our disclosure controls and procedures were:

i) effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within time periods specified in the SEC's rules and forms; and

ii) effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in controls identified in the evaluation for the quarter ended September 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There have been no material legal proceedings identified or material developments in existing legal proceedings noted during the nine months ended September 30, 2010.

ITEM 1A. RISK FACTORS

As of the date of this filing, except as noted below, there have been no material changes in our Risk Factors as set forth in Item 1A to Part I of our Annual Report on Form 10-K for the year ended December 31, 2009. The following risk factors have been updated or are in addition to, and should be read in conjunction with, the risk factors disclosed in our 2009 Annual Report on Form 10-K.

INDUSTRY-RELATED RISKS

The Deepwater Horizon event and its aftermath, including any additional regulations that cause delays or deter new drilling, could adversely affect our financial position, results of operations and cash flows.

In April 2010, there was a fire and explosion aboard the Deepwater Horizon drilling platform operated by BP in ultra-deep water in the Gulf of Mexico. As a result of the explosion, ensuing fire and apparent failure of the blowout preventers, the rig sank and created a catastrophic oil spill that produced widespread economic, environmental and natural resource damage in the Gulf Coast region. In response to the explosion and spill, the Bureau of Ocean Energy Management, Regulation and Enforcement (the "BOEMRE," formerly the Minerals Management Service) of the U.S. Department of the Interior issued a "Notice to Lessees", or "NTL", on May 30, 2010,

and a revised notice on July 12, 2010, implementing a moratorium on deepwater drilling activities that effectively halted deepwater drilling of wells using subsea blowout preventers (“BOPs”) or surface BOPs on a floating facility. While the moratorium was in place, the BOEMRE issued a series of NTLs and adopted changes to its regulations to impose a variety of new measures intended to help prevent a similar disaster in the future. The moratorium was lifted on October 12, 2010, but offshore operators must now comply with strict new safety and operating requirements. For example, before being allowed to resume drilling in deepwater, outer continental shelf operators must certify compliance with all applicable BOEMRE regulations, including those rules recently placed into effect, such as rules relating to well casing and cementing, BOPs, safety certification, emergency response, and worker training. Operators also must demonstrate the availability of adequate spill response and blowout containment resources. Notwithstanding the lifting of the moratorium, we anticipate that there will continue to be delays in the resumption of drilling-related activities, including delays in the issuance of drilling permits, as these various regulatory initiatives are fully implemented.

In addition to the new requirements recently imposed by the BOEMRE, there have been a variety of proposals to change existing laws and regulations that could adversely affect our operations and cause us to incur increased costs. Implementation of any one or more of the various proposed changes could materially adversely affect operations in the Gulf of Mexico by raising operating costs, increasing insurance premiums, delaying drilling operations and increasing regulatory burdens, and, further, could lead to a wide variety of other unforeseeable consequences that make operations in the Gulf of Mexico and other offshore waters more difficult, more time consuming, and more costly. For example, Congress is currently considering a variety of amendments to the Oil Pollution Act of 1990, or “OPA”, in response to the Deepwater Horizon incident. The proposed amendments to OPA could significantly increase the costs of drilling and operating wells in offshore waters and thereby reduce the level of exploration and productions activities on the outer continental shelf. Furthermore, customers may seek to shift more responsibility to FMC, as a supplier, for pollution-related and other significant claims and liabilities. Any one or more of these factors that lead to an increase in the cost of operations in offshore waters or any decrease or delay in offshore exploration and production activity could adversely affect on our financial condition, cash flows and results of operations.

COMPANY-RELATED RISKS

Disruptions in the political, regulatory, economic and social conditions of the foreign countries in which we conduct business could adversely affect our business or results of operations.

We operate manufacturing facilities in 14 countries outside of the United States, and approximately 77% of our 2009 revenue was generated internationally. Instability and unforeseen changes in the international markets in which we conduct business, including economically and politically volatile areas such as North Africa, West Africa, the Middle East, Latin America and the Asia Pacific region, could cause or contribute to factors that could have an adverse effect on the demand for our systems and services, our financial condition or our results of operations. These factors include:

- foreign currency fluctuations or currency restrictions;
- fluctuations in the interest rate component of forward foreign currency rates;
- nationalization and expropriation;
- potentially burdensome taxation;
- inflationary and recessionary markets, including capital and equity markets;
- civil unrest, labor issues, political instability, terrorist attacks, military activity and wars;
- supply disruptions in key oil producing countries;
- ability of the Organization of Petroleum Exporting Countries (OPEC) to set and maintain production levels and pricing;
- trade restrictions, trade protection measures or price controls;
- foreign ownership restrictions;
- import or export licensing requirements;
- restrictions on operations, trade practices, trade partners and investment decisions resulting from domestic and foreign laws and regulations;
- changes in and the administration of laws and regulations;
- inability to repatriate income or capital; and
- reductions in the availability of qualified personnel.

Because a significant portion of our revenue is denominated in foreign currencies, changes in exchange rates will produce fluctuations in our revenues, costs and earnings, and may also affect the book value of our assets located outside of the U.S. and the amount of our stockholders’ equity. Although it is our policy to seek to minimize our currency exposure by engaging in hedging transactions where appropriate, we cannot ensure that our efforts will be successful. To the extent we sell our products and services in foreign markets, currency fluctuations may result in our products and services becoming too expensive for foreign customers.

Table of Contents

Compliance with U.S. regulations on trade sanctions and embargoes poses a risk to us since our business is conducted on a worldwide basis through various subsidiaries. The U.S. government restricts sales of goods and services and certain other transactions with various countries for policy and national security reasons. While these restrictions apply to U.S. entities, they do not apply to non-U.S. subsidiaries of U.S. companies so long as those entities involved comply with restrictions on U.S. content and U.S. personnel approval and facilitation. A few of our non-U.S. subsidiaries have engaged in transactions with countries subject to the U.S. restrictions; however, the aggregate amount of such sales has not exceeded 1% of our consolidated annual revenue, and is considered immaterial. Even though our non-U.S. subsidiaries may, under applicable laws and regulations, engage in transactions with various countries, as many other companies have concluded, in 2009, we adopted a policy directing our non-U.S. subsidiaries to effectuate an orderly withdrawal from doing business with the various countries. This policy prohibited entering into new commitments involving these countries, but did not require the non-U.S. subsidiaries to cease performance of existing commitments provided such commitments could be performed in compliance with all applicable laws and regulations. During the second quarter of 2010, we received inquiries from the SEC and the Office of Foreign Assets Control (“OFAC”) related to transactions with certain restricted countries with a specific focus on Sudan and Iran. We have provided information to both agencies in response to these requests. The SEC has notified us that it has closed its inquiry and we are continuing to cooperate with OFAC.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

We had no unregistered sales of equity securities during the three months ended September 30, 2010.

The following table summarizes repurchases of our common stock during the three months ended September 30, 2010.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs (b) (c)
July 1, 2010 – July 31, 2010	380,245	$ 57.75	378,265	2,814,012
August 1, 2010 – August 31, 2010	260,222	$ 62.84	256,952	2,557,060
September 1, 2010 – September 30, 2010	44,556	$ 64.82	44,266	2,512,794
Total	685,023	$ 60.14	679,483	2,512,794

(a) Represents 679,483 shares of common stock purchased and held in treasury and 5,540 shares of common stock purchased and held in an employee benefit trust established for the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan. In addition to these shares purchased on the open market, we sold 6,950 shares of registered common stock held in this trust, as directed by the beneficiaries during the three months ended September 30, 2010.

(b) In 2005, we announced a repurchase plan approved by our Board of Directors authorizing the repurchase of up to two million shares of our issued and outstanding common stock through open market purchases. The Board of Directors authorized extensions of this program, adding five million shares in February 2006 and eight million shares in February 2007 for a total of 15 million shares of common stock authorized for repurchase. As a result of the two-for-one stock split on August 31, 2007, the authorization was increased to 30 million shares. In July 2008, the Board of Directors authorized the repurchase of $95.0 million of our outstanding common stock in addition to the 30 million shares described above.

(c) As of September 30, 2010, there were no remaining shares available for purchase under the July 2008 Board of Directors authorization.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. [REMOVED AND RESERVED]

ITEM 5. OTHER INFORMATION

None

Table of Contents

ITEM 6. EXHIBITS

(a) Exhibits

Number in Exhibit Table	Description
2.2.a*	Amendment, dated October 25, 2010, by and between FMC Technologies, Inc. and John Bean Technologies Corporation that amends the Separation and Distribution Agreement by and between FMC Technologies, Inc. and John Bean Technologies Corporation, dated July 31, 2008.
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 3.1 to the Quarterly Report on Form 10-Q filed on August 7, 2009 (File No. 001-16489)).
3.2*	Amended and Restated By-Laws of FMC Technologies, Inc., effective October 8, 2010.
31.1*	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
31.2*	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
32.1**	Certification of Chief Executive Officer Under Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.
32.2**	Certification of Chief Financial Officer Under Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.
101.INS**	XBRL Instance Document.
101.SCH**	XBRL Schema Document.
101.CAL**	XBRL Calculation Linkbase Document.
101.DEF**	XBRL Definition Linkbase Document.
101.LAB**	XBRL Label Linkbase Document.
101.PRE**	XBRL Presentation Linkbase Document.
*	Filed with this Form 10-Q
**	Furnished with this Form 10-Q

Table of Contents

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FMC TECHNOLOGIES, INC.
(Registrant)

/s/ Jay A. Nutt
Jay A. Nutt
Vice President and Controller
(Chief Accounting Officer and a Duly Authorized Officer)

Date: November 3, 2010

Table of Contents

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101.PRE**	XBRL Presentation Linkbase Document.
*	Filed with this Form 10-Q
**	Furnished with this Form 10-Q

Exhibit 2.2.a

AMENDMENT

This AMENDMENT is made as of this 25th day of October, 2010, by and between FMC TECHNOLOGIES, INC., a corporation organized under the laws of the State of Delaware of the United States of America with its corporate offices at 1803 Gears Road, Houston, TX, 77067, USA, ("FMC" or "Parent"), and John Bean Technologies Corporation, a corporation organized under the laws of Delaware of the United States of America with its corporate offices at 200 E. Randolph Street, Chicago, IL, ("JBT" or "Spinco").

WHEREAS, FMC and JBT executed an agreement dated July 31, 2008 (the "Agreement") providing for, among other things the separation of certain existing businesses into two independent companies pursuant to the terms and conditions as set forth in the Agreement; and

WHEREAS, paragraph 9.5 of the Agreement states that the Agreement may be amended only in writing executed by both parties;

WHEREAS, JBT has provided FMC with the opinion of JBT's outside counsel in a memorandum dated June 4, 2009, relating to the assignment of certain government contracts originally executed by FMC to JBT (the "Arnold Porter Memorandum"), a copy of which is attached as Exhibit A to this Amendment;

WHEREAS, FMC and JBT have executed certain additional documents related to contract assignment, insurance assumption, and other matters associated with the transactions contemplated by the Agreement is in the best interests of both parties;

WHEREAS, FMC and JBT have determined that the Agreement should be amended to provide for certain additional undertakings and clarifications;

NOW THEREFORE, FMC and JBT have mutually agreed to take the following actions and to amend the Agreement as set forth below:

1. By FMC's payment to JBT in the amount of $719,576.00 on June 12, 2009 (the "June Payment"), and except as specifically provided herein and in the Agreement, FMC and JBT have resolved the financial issues each has notified the other of as of the date hereof. The financial issues resolved between the parties include, but are not limited to, the following: the true up to the Final Dividend Amount pertaining to the Brazilian pension plan under Section 2.7(c)(ii) of the Agreement; a claim relating to foreign exchange related charges arising from cash collections in Venezuela; the Bumblebee withholding tax claim; and warranty claims associated with the Fire Apparatus Business. The parties agree to meet as needed to resolve any financial issues that may arise in the future.

2. FMC and JBT have agreed to extend certain transition service agreements related to non-US operations as provided for in the Agreement and the annexes related to those agreements for those non-US operations.

3. FMC and JBT executed the U.S. Government Contract Novation Agreement, the Legal Opinions of internal counsel related to such Novation Agreement, and the Amendment to the Transition Services Agreement attached as Exhibit B and Exhibit C to this Amendment. JBT represents and warrants that FMC, by execution of these documents, will not assume any ongoing or future responsibility as a government contractor and will not be subject to any regulatory or other requirements arising under, related to, or that may arise related to such contracts with the U.S. Government including, but not limited to, any reporting or compliance obligations that may arise under or relate to Federal Acquisition Regulations. JBT has provided FMC with the Arnold and Porter Memorandum confirming this understanding and supporting this representation and warranty and, therefore, acknowledges that FMC executed these documents based on this representation and warranty. Furthermore, JBT will defend, indemnify and hold harmless FMC from any and all costs, fees, claims, charges, fines, penalties and any other liability or expense whatsoever related to, associated with or arising from these agreements, the subject matter of these agreements, or the business operations related thereto.

4. FMC and JBT executed the Insurance Assumption Agreement attached as Exhibit D to this Amendment and JBT agrees to reimburse FMC for any and all claims paid and costs incurred by or charged to FMC for JBT-related insurance matters arising prior to the execution of the Insurance Assumption Agreement, and FMC agrees to reimburse JBT for any and all claims paid and costs incurred by or charged to JBT for any FMC-related insurance matters arising prior to the execution of the Insurance Assumption Agreement. Both parties agree that any such reimbursement claims arising under this paragraph, together with any other amounts that they assert as being owed by the other party are included on Schedule I to this Amendment and are to be settled by payment within ten (10) days of the execution of this Amendment. FMC and JBT have agreed to settle a disagreement regarding their respective obligations to satisfy a claim made by Travelers Insurance against FTI for payment of certain outstanding administrative fees (the "TPA Fee"), as well as each party's respective obligations under an insurance adjustment (the "AIG Retro"). The settlements related to the TPA Fee and the AIG Retro are reflected on Schedule I hereto which represents the collective payment obligations of the parties to one another under the Agreement as amended by this Amendment.

5. FMC and JBT executed the Assignment of Deed of Trust and Other Loan Documents related to Riverside, California attached as Exhibit E to this Amendment, and JBT agreed to defend, indemnify and hold harmless FMC from any and all costs, fees, claims, charges, fines, penalties and any other liability or expense whatsoever related to, associated with, or arising from that agreement, the subject matter of that agreement, or the business operations conducted at the facility that is the subject of that agreement.

6. FMC and JBT agree to execute the Quitclaim Deed related to the Jetway Systems facility located in Weber County Utah attached as Exhibit F to this Amendment.

7. FMC agrees that it will provide its written consent to a direct Assignment of Open-End Mortgage and Other Loan Documents (Franklin County) related to a facility leased to Q3 Stamped Metal, Inc. from FMC Corp to JBT in a form acceptable to FMC if JBT makes a written request and provides reasonable documentation of its need for the same to establish or support its title to such mortgage.

8. JBT represents and warrants that it has fully complied with Section 5.3 of the Agreement, that it has not expanded, extended or increased the amount of, and covenants that it will not extend, expand, or increase the amount of, any Guarantee or enter into any new Guarantee except to the extent that any of the obligations disclosed in Schedule 5.3(1) to this Amendment are inconsistent with the foregoing. JET will defend, indemnify and hold harmless FMC from any and all costs, claims, charges and any other liability whatsoever related to, associated with, or arising from these Guarantees. Furthermore, FMC and JBT agree that Section 5.3 of the Agreement is hereby amended to provide for an additional subsection as follows:

   "(d) Notwithstanding the foregoing, Schedule 5.3(1) to this Agreement contains an accurate and complete lisiting of all outstanding contracts and guaranty obligations of Parent relating to the Spinco Business that have not been assigned to Spinco or for which Parent has any continuing obligation whatsoever. This listing includes, but is not limited to, contracts, supply agreements, purchase orders, parent company guaranties, performance bonds, financial bonds, and letters of credit. Spinco will update this schedule within thirty (30) days following the end of each of Spinco's fiscal reporting quarters until such time as any and all such continuing obligations of Parent have been released or satisfied in full."

9. Except to the extent listed on Schedule I to this Amendment or as may be payable pursuant to the terms of the Tax Sharing Agreement, on the date of the execution of this Amendment, neither Party has knowledge of any other outstanding claim for reimbursement of costs, expenses or other liabilities for which it seeks indemnification or reimbursement from the other party pursuant to the terms of the Agreement or this Amendment.

10. Schedule 1.l(d)(2) of the Agreement is hereby amended to include the following under the subsection *"Discontinued and Closed Businesses — Spinco Liabilities":*

   "23. Fire Trucks and other products or businesses manufactured, operated or sold through the Fire Apparatus Business of the Parent and its Subsidiaries and Affiliates (including related spare parts and service) but not including any Liabilities arising from operations at a shared location that cannot be directly and solely attributed to the operation of the Fire Apparatus Business."

   Furthermore, FMC represents that FMC Corporation has not sought indemnification from or reimbursement for any environmental liabilities from FMC with respect to any of the operations of the Fire Apparatus business as of the date of this Amendment and has no knowledge of any basis upon which any claim for such indemnification or reimbursement could be sought.

11. Except with respect to notices received from the US Air Force with respect to certain military contracts of which FTI has previously been advised, JBT represents, warrants and covenants that it has fully complied with, has received no notice of any breach, non-compliance or any form of claim related to, and will continue to fully comply with all material terms of any contract to be assigned to JBT under the Agreement but for which an assignment to JBT and full release of any FMC obligation has not been obtained.

12. The provisions of this Amendment are intended to supplement and clarify the Agreement, and as such are in addition to any obligation or right arising under the Agreement that is not hereby amended or clarified. All other terms and conditions of the Agreement shall remain in full force and effect and FMC and the JBT ratify and reaffirm their intent to be mutually bound by the Agreement, as amended hereby. Within fifteen (15) business days after the date on which this Amendment is executed by both parties, FMC will execute and deliver to JBT the Quitclaim Deed.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

FOR FMC TECHNOLOGIES, INC.:

By: /s/ Jeffrey W. Carr

Name: Jeffrey W. Carr

Title: Sr. V.P., General Counsel & Secretary

FOR JOHN BEAN TECHNOLOGIES CORPORATION:

By: /s/ Kenneth C. Dunn

Name: Kenneth C. Dunn

Title: Vice President and General Counsel

Exhibit 3.2

AMENDED AND RESTATED
BY-LAWS
OF
FMC TECHNOLOGIES, INC.

Incorporated under the Laws of the State of Delaware

As of October 8, 2010

ARTICLE I

OFFICES

SECTION 1.1. Principal Delaware Office. The principal office of the Corporation in the State of Delaware shall be in the City of Wilmington, County of New Castle, and the name and address of the Registered Agent in charge thereof shall be The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, State of Delaware.

SECTION 1.2. Other Offices. The Corporation may also have offices in such other places, both within and without the State of Delaware, as the Board of Directors from time to time may designate or the business of the Corporation may require.

ARTICLE II

CORPORATE SEAL

The corporate seal shall be circular in form, with the words “FMC Technologies, Inc.” around the circumference thereof and with the words and figures “Corporate Seal, Delaware, 2000” in the center thereof (or substantially in such form).

ARTICLE III

STOCKHOLDERS

SECTION 3.1. Meetings of Stockholders.

(A) Annual Meetings. The annual meeting of the stockholders of the Corporation shall be held on such date and at such time as may be fixed by resolution of the Board of Directors. At the annual meeting stockholders shall elect Directors and transact such other business as properly may be brought before the meeting.

(B) Special Meetings. Subject to the rights of the holders of any series of stock having a preference over the Common Stock of the Corporation as to dividends or upon liquidation ("Preferred Stock") with respect to such series of Preferred Stock, special meetings of the stockholders may be called only by the Board of Directors pursuant to a resolution approved by a majority of the total number of directors which the Corporation would have if there were no vacancies (the "Whole Board").

(C) Place of Meetings. Unless otherwise directed by the Board of Directors, all meetings of the stockholders shall be held at the principal office of the Corporation.

(D) Notice of Meeting. Written or printed notice, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered by the Corporation not less than ten (10) days nor more than sixty (60) days before .the date of the meeting, either personally or by mail, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the stockholder at his or her address as it appears on the stock transfer books of the Corporation. Such further notice shall be given as may be required by law. Meetings may be held without notice if all stockholders entitled to vote are present, or if notice is waived by those not present in accordance with Article IX of these By-Laws. Any previously scheduled meeting of the stockholders may be postponed and any special meeting of the stockholders may be cancelled, by resolution of the Board of Directors upon public notice given prior to the date previously scheduled for such meeting of stockholders. Only such business shall be conducted at a special meeting of stockholders and shall have been brought before the meeting pursuant to the Corporation's notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors.

SECTION 3.2. Quorum of Stockholders; Adjournment; Required Vote.

(A) Quorum of Stockholders; Adjournment. Except as otherwise provided by law, by the Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") or by these By-Laws, the holders of a majority of the outstanding shares of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), present in person or represented by proxy, shall constitute a quorum at a meeting of the stockholders, except that when specified business is to be voted on by a class or series of stock voting as a class, the holders of a majority of the shares of such class or series shall constitute a quorum of such class or series for the transaction of such business. The presiding officer of the meeting or a majority of the shares so represented may adjourn the meeting from time to time, whether or not there is such a quorum. No notice of the time and place of adjourned meetings need be given except as required by

law. The stockholders present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

(B) Required Vote. When a quorum is present, the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter shall be the act of the stockholders, unless the matter to be acted upon is one upon which by express provision of law, Certificate of Incorporation or these By-Laws a larger or different vote is required, in which case such express provision shall govern and control the decision of such matter.

SECTION 3.3. Voting by Stockholders. Each stockholder of record entitled to vote at any meeting may do so in person or by proxy appointed by instrument in writing (or in such manner prescribed by the General Corporation Law of the State of Delaware), subscribed by such stockholder or his duly authorized attorney in fact, and filed with the Secretary.

SECTION 3.4. Notice of Stockholder Business and Nominations.

(A) Annual Meetings of Stockholders.

(1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (a) pursuant to the Corporation's notice of meeting, (b) by or at the direction of the Board of Directors or (c) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in this By-Law, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this By-Law.

(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this By-Law, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of adjournment of an annual meeting commence a new time period

for the giving of a stockholder, notice as described above. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14Aunder the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Rule 14a-11thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (b) as to any other business that the stock holder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner and (ii) the class and number of shares of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this By-Law to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased Board of Directors at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this By-Law shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the l0th day following the day on which such public announcement is first made by the Corporation.

(B) Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (a) by or at the direction of the Board of Directors or (b) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this By-Law, who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this By-Law. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder may nominate a person or persons (as the case may be), for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (A)(2) of this By-Law shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the

close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment of a special meeting commence a new time period for the giving of a stockholder's notice as described above.

(C) General.

(1) Only such persons who are nominated in accordance with the procedures set forth in this By-Law shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this By-Law. Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, the Chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedure set forth in this By-Law and, if any proposed nomination or business is not in compliance with this By-Law, to declare that such defective proposal or nomination shall be disregarded.

(2) For purposes of this By-Law, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(3) Notwithstanding the foregoing provisions of this By-Law, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this By-Law. Nothing in this By-Law shall be deemed to affect any rights (i) of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock to elect directors under specified circumstances.

SECTION 3.5. Procedure for Election of Directors. Election of directors at all meetings of the stockholders at which directors are to be elected shall be by ballot.

SECTION 3.6. Required Vote for Directors. Except as provided in this By-Law, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present and the director election is uncontested, that is, when the number of director nominees does not exceed the number of directors to be elected. For purposes of this By-Law, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds the number of votes cast "against" that director's election.

If a nominee for director is not elected and the nominee is an incumbent director, the director shall promptly tender his or her resignation to the Board of Directors, subject to acceptance by the Board of Directors. The Nominating and Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Nominating and Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation and the Board of Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board of Directors with respect to his or her resignation.

If a director's resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Section 4.3 of the By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 4.1 of the By-Laws.

SECTION 3.7. Inspectors of Elections; Opening and Closing the Polls. The Board of Directors by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents or representatives, to act at the meetings of stockholders and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of stockholders, the presiding officer of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall have the duties prescribed by law. The presiding officer of the meeting shall fix and announce at the meeting the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting.

SECTION 3.8. Stockholder Action by Written Consent. Until such time as FMC Corporation and its affiliates cease to beneficially own 50 percent or more of the total voting power of all classes of outstanding capital stock of the Corporation entitled to vote generally in the election of directors (the "FMC Corporation Required Percentage"), any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding capital stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted.

At such time as FMC Corporation and its affiliates cease to beneficially own the FMC Corporation Required Percentage, any action required or permitted to be taken by stockholders may be effected only at a duly called annual or special meeting of stockholders and may not be effected by a written consent or consents by stockholders in lieu of such a meeting.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 4.1. Number, Tenure and Qualifications. Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, the number of directors of the Corporation shall be fixed, and may be increased or decreased from time to time, exclusively by resolution approved by the affirmative vote of a majority of the Whole Board. The directors, other than those who may be elected by the holders of any outstanding series of Preferred Stock as set forth in the Certificate of Incorporation, shall be divided into three classes, as nearly equal in number as possible and designated Class I, Class II and Class III. Class I shall be initially elected for a term expiring at the annual meeting of stockholders to be held in 2002, Class II shall be initially elected for a term expiring at the annual meeting of stockholders to be held in 2003, and Class III shall be initially elected for a term expiring at the annual meeting of stockholders to be held in 2004. Members of each class shall hold office until their successors are elected and qualified. At each succeeding annual meeting of the stockholders of the Corporation, the successors of the class of directors whose term expires at that meeting shall be elected for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. In case of any increase or decrease, from time to time, in the number of directors, other than those who may be elected by the holders of any outstanding series of Preferred Stock as set forth in the Certificate of Incorporation, the number of directors in each class shall be apportioned as nearly equal as possible.

SECTION 4.2. Removal of Directors. Subject to the rights of the holders of any series of Preferred Stock with respect to such series of Preferred Stock, any director or the entire Board of Directors may be removed from office at any time with or without cause, but only by the affirmative vote of the holders of at least 80 percent of the total voting power of all outstanding shares of Voting Stock, voting together as a single class.

SECTION 4.3. Vacancies on Board. Subject to applicable law and the rights of the holders of any series of Preferred Stock with respect to such series of Preferred Stock, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though

less than a quorum of the Board of Directors, or by the sole remaining director. Any director so chosen shall hold office until his or her successor shall be elected and qualified and, if the Board of Directors at such time is classified, until the next election of the class for which such director shall have been chosen. No decrease in the number of directors shall shorten the term of any incumbent director.

SECTION 4.4. Powers.

(A) General Powers. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws required to be exercised or done by the stockholders.

(B) Appointment of Committees. The Board of Directors may designate two or more of their number to constitute an Executive Committee, which Committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, including the power to appoint Assistant Secretaries and Assistant Treasurers, and to authorize the seal of the Corporation to be affixed to all papers which may require it. The Executive Committee may make rules for the calling, holding and conduct of its meetings and the keeping of records thereof.

The Board of Directors may also appoint other committees from their own number, the number (not less than two) composing such committees, and the powers conferred upon them, to be determined by such resolution or resolutions.

In the absence or disqualification of any member of the Executive Committee or any other committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Meetings of any Committee designated by the Board of Directors may be called by the Board of Directors or by the Chairman of the Committee at any time or place upon at least twenty-four (24) hours notice. One third of the members of a Committee, but not less than two members, shall constitute a quorum of a Committee for the transaction of business.

(C) Dividends. The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the Certificate of Incorporation.

SECTION 4.5. Meetings of Directors.

(A) Regular Meetings. Regular meetings of the Board of Directors shall be held at such place within or without the State of Delaware, and at such times, as the Board of Directors by vote may determine from time to time, and if so determined no notice thereof need be given. After each election of directors, the newly constituted Board of Directors shall meet without notice for the purpose of electing officers and transacting such other business as lawfully may come before it.

(B) Special Meetings. Special meetings of the Board of Directors may be held at any time or place, within or without the State of Delaware, whenever called by the Chairman of the Board, the President, the Chief Financial Officer, the Secretary or a majority of the whole Board of Directors.

(C) Notice of Meetings. Notice of any special meeting of directors shall be given to each director at his or her business or residence in writing by hand delivery, first-class or overnight mail or courier service, telegram or facsimile transmission, or orally by telephone. If mailed by first-class mail, such notice shall be deemed adequately delivered when deposited in the United States mails so addressed, with postage thereon prepaid, at least five (5) days before such meeting. If by telegram, overnight mail or courier service, such notice shall be deemed adequately delivered when the telegram is delivered to the telegraph company or the notice is delivered to the overnight mail or courier service company at least twenty-four (24) hours before such meeting. If by facsimile transmission, such notice shall be deemed adequately delivered when the notice is transmitted at least twelve (12) hours before such meeting. If by telephone or by hand delivery, the notice shall be given at least twelve (12) hours prior to the time set for the meeting. Such notice need not state the purposes of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, except for amendments to these By-Laws, as provided under Article X. A meeting may be held at any time without notice if all the directors are present or if those not present waive notice of the meeting in accordance with Article IX of these By Laws.

(D) Telephonic Meetings. Members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

(E) Action by Consent of Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

SECTION 4.6. Quorum of Directors. Subject to Section 4.3, a whole number of directors equal to a majority of the Whole Board shall constitute a quorum of the Board of Directors for the transaction of business, but a majority of directors present may adjourn the meeting from time to time until a quorum is present.

When a quorum is present at any meeting of directors, a majority of the members present thereat shall decide any question brought before such meeting, except as otherwise provided by law, the Certificate of Incorporation or these By-Laws.

ARTICLE V

BOOKS AND RECORDS

Unless otherwise required by the laws of Delaware, the books and records of the Corporation may be kept at the principal office of the Corporation, or at any other place or places inside or outside the State of Delaware, as the Board of Directors from time to time may designate.

ARTICLE VI

OFFICERS

SECTION 6.1. Number and Titles. The officers of the Corporation shall be a Chairman of the Board, a Chief Executive Officer, a President, one or more Vice Presidents, a Secretary, a Treasurer, and a Controller, all of whom shall be elected by the Board of Directors. The Board of Directors or the Chief Executive Officer may appoint such other officers, including one or more Vice Chairmen, Assistant Secretaries, Assistant Treasurers and Assistant Controllers as either of them shall deem necessary, who shall have such authority and perform such duties as may be prescribed in such appointment.

Any two or more offices, other than the offices of President and Secretary, may be held by the same person.

SECTION 6.2. Tenure of Office. Officers of the Corporation shall hold their respective offices at the pleasure of the Board of Directors and, in the case of officers who were appointed by the Executive Committee or by the Chief Executive Officer, also at the pleasure of such appointing authority.

SECTION 6.3. Duties of Officers.

(A) Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors, of the Executive Committee and of the stockholders of the Corporation. He shall perform such other duties as may from time-to-time be assigned to him by the Board of Directors.

(B) Chief Executive Officer. The Chief Executive Officer of the Corporation shall be in general charge and super-vision of the affairs of the Corporation.

(C) Vice Chairman. The Vice Chairman shall perform such duties as from time-to-time may be assigned to him by the Chairman of the Board or the Chief Executive Officer of the Corporation.

(D) President. The President shall perform such duties as from time-to-time may be assigned to him by the Board of Directors or the Chief Executive Officer of the Corporation.

(E) Vice Presidents. Each Vice President shall have such powers and shall perform such duties as may be assigned to him by the senior officers of the Corporation or by the Board of Directors. The Board of Directors may designate one or more Vice Presidents as Executive Vice Presidents or Senior Vice Presidents, or make such other designations of vice Presidents as it may deem appropriate.

(F) Secretary. The Secretary shall attend and record all proceedings of the meetings of the Board of Directors, the stockholders, and the Executive Committee; shall be custodian of the corporate seal and affix such seal to all documents requiring the same; shall cause to be maintained a stock transfer book, and a stock ledger, and such other books as the Board of Directors may direct; shall serve all notices required by law, or by these By-Laws, or by resolution of the Board of Directors; and shall perform such other duties as pertain to the office of Secretary, subject to the control of the Board of Directors.

(G) Assistant Secretaries. The Assistant Secretaries shall assist the Secretary in the performance of his duties, and shall perform such other duties as the Board of Directors or the Chief Executive Officer from time to time may prescribe. If at any time the Secretary shall be unable to act, an Assistant Secretary may perform his duties.

(H) Treasurer. The Treasurer shall perform all duties commonly incident to that office (including, but without limitation, the care and custody of the funds and securities of the Corporation which from time to time may come into his hands and the deposit of the funds of the Corporation in such banks or trust companies as the Board of Directors may authorize or direct) and, in addition, such other duties as the Board of Directors from time to time may prescribe.

(I) Assistant Treasurers. Assistant Treasurers shall assist the Treasurer in the performance of his duties, and shall discharge such other duties as the Board of Directors or the Chief Executive Officer from time to time may prescribe.

(J) Controller. The Controller shall be the principal accounting officer of the Corporation, and shall maintain adequate records of all assets, liabilities and transactions of the Corporation; and shall cause adequate audits of the Corporation’s accounting records to be currently and regularly made; and shall perform such other duties as the Board of Directors from time to time may prescribe.

(K) Assistant Controllers. Assistant Controllers shall assist the Controller in performance of his duties, and shall discharge such other duties as the Board of Directors or the Chief Executive Officer from time to time may prescribe.

ARTICLE VII

STOCK CERTIFICATES

SECTION 7.1. Stock Certificates. Every holder of stock shall be entitled to have a certificate or certificates duly numbered, certifying the number and class of shares in the Corporation owned by him, in such form as may be prescribed by the Board of Directors. Each such certificate shall be signed in the name of the Corporation by the Chairman of the Board, the President or a Vice President, and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer. If any such certificate is countersigned (1) by a transfer agent other than the Corporation or its employee, or (2) by a registrar other than the Corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue. All certificates shall be countersigned and registered in such manner as the Board of Directors may from time to time prescribe and there shall be impressed thereon the seal of the Corporation or imprinted thereon a facsimile of such seal. Any transfer agent may countersign by facsimile signature.

No registrar of any stock of the Corporation appointed pursuant to this Section 7.1 shall be the Corporation or its employee.

SECTION 7.2. Lost Certificates. In the case of the loss, mutilation or destruction of a stock certificate, a duplicate certificate may be issued upon such terms and conditions as the Board of Directors from time to time may prescribe.

SECTION 7.3. Transfers of Stock. Transfer of shares of stock of the Corporation shall be made on the books of the Corporation only by the person named in the certificate evidencing such stock or by any attorney lawfully constituted in writing, and upon surrender and cancellation of such certificate, with duly executed assignment and power of transfer endorsed thereon or attached thereto, and with such proof of authenticity of the signatures and authority of the signatories as the Corporation or its agents may reasonably require, except that a new certificate may be issued in the name of an appropriate state officer or office, without the surrender of the former certificate for shares presumed abandoned under the provisions of applicable state escheat or abandoned property laws. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof, and accordingly is not bound

to recognize any equitable or other claim or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly otherwise provided by the laws of the State of Delaware.

ARTICLE VIII

DEPOSITARIES AND CHECKS

Depositaries of the funds of the Corporation shall be designated by the Board of Directors; and all checks on such funds shall be signed by such officers or other employees of the Corporation as the Board of Directors from time to time may designate.

ARTICLE IX

WAIVER OF NOTICE

Any notice required to be given by law, by the certificate of incorporation, or by these By-Laws, may be waived by the person entitled thereto, either before or after the time stated in such notice. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the stockholders or the Board of Directors or committee thereof need be specified in any waiver of notice of such meeting.

ARTICLE X

AMENDMENT

These By-Laws may be altered, amended, or repealed at any meeting of the Board of Directors or of the stockholders, provided notice of the proposed change was given in the notice of the meeting and, in the case of a meeting of the Board of Directors, in a notice given not less than two days prior to the meeting; provided, however, that, in the case of amendments by the Board of Directors, notwithstanding any other provisions of these By-Laws or any provision of law which might otherwise permit a lesser vote or no vote, the affirmative vote of a majority of the Whole Board shall be required to alter, amend or repeal any provision of these By-Laws; provided, further the case of amendments by stockholders, notwithstanding any other provisions of these By-Laws or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the capital stock of the Corporation required by law, the Certificate of Incorporation or these By-Laws, the affirmative vote of the holders of at least 80 percent of the voting power of all the then outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal any provision of these By-Laws.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

SECTION 11.1. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, claim or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 11.3 of this Article XI, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Article XI shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, such advances to be paid by the Corporation within 20 days after the receipt by the Corporation of a statement or statements from the claimant requesting such advance or advances from time to time; provided, however, that if the General Corporation Law of the State of Delaware requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article XI or otherwise. All rights to indemnification and advancement under this Article XI shall vest at the time a person becomes a director or officer. Any subsequent amendment to the indemnification and advancement of expenses rights in this Article XI may not adversely affect the rights of directors or officers with respect to events or actions occurring prior to the amendment.

SECTION 11.2. To obtain indemnification under this Article XI, a claimant shall submit to the Corporation a written request, including therein or therewith such documentation and information as is reasonably available to the claimant and is reasonably necessary to determine whether and to what extent the claimant is entitled to indemnification. Upon written request by a claimant for indemnification pursuant to the first sentence of this Section 11.2, a determination, if required by applicable law, with respect to the claimant's entitlement thereto shall be made as follows: (1) if requested by the claimant, by Independent Counsel (as hereinafter defined), or (2) if no request is made by the claimant for a determination by Independent Counsel, (i) by the Board of Directors by a majority vote of a quorum consisting of Disinterested Directors (as hereinafter defined), or (ii) if a quorum of the Board of Directors consisting of Disinterested Directors is not obtainable or, even if obtainable, such quorum of Disinterested Directors so directs, by Independent Counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to the claimant, or (iii) if a quorum of Disinterested Directors so directs, by the stockholders of the Corporation. In the event the determination of entitlement to indemnification is to be made by Independent Counsel at the request of the claimant, the Independent Counsel shall be selected by the Board of Directors unless there shall have occurred within two years prior to the date of the commencement of the action, suit or proceeding for which indemnification is claimed a "Change of Control", as defined in the FMC Technologies, Inc. Incentive Compensation and Stock Plan, in which case the Independent Counsel shall be selected by the claimant unless the claimant shall request that such selection be made by the Board of Directors. If it is so determined that the claimant is entitled to indemnification, payment to the claimant shall be made within 10 days after such determination.

SECTION 11.3. If a claim under Section 11.1 of this Article XI is not paid in full by the Corporation within thirty days after a written claim pursuant to Section 11.2 of this Article XI has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the General Corporation Law of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, Independent Counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its Board of Directors, Independent Counsel or stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

SECTION 11.4. If a determination shall have been made pursuant to Section 11.2 of this Article XI that the claimant is entitled to indemnification, the Corporation shall be bound by such determination in any judicial proceeding commenced pursuant to Section 11.3 of this Article XI.

SECTION 11.5. The Corporation shall be precluded from asserting in any judicial proceeding commenced pursuant to Section 11.3 of this Article XI that the procedures and presumptions of this Article XI are not valid, binding and enforceable and shall stipulate in such proceeding that the Corporation is bound by all the provisions of this Article XI.

SECTION 11.6. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article XI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-Laws, agreement, vote of stockholders or Disinterested Directors or otherwise. No repeal or modification of this Article XI shall in any way diminish or adversely affect the rights of any director, officer, employee or agent of the Corporation hereunder in respect of any occurrence or matter arising prior to any such repeal or modification.

SECTION 11.7. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware. To the extent that the Corporation maintains any policy or policies providing such insurance, each such director or officer, and each such agent or employee to which rights to indemnification have been granted as provided in Section 11.8 of this Article XI, shall be covered by such policy or policies in accordance with its or their terms to the maximum extent of the coverage thereunder for any such director, officer, employee or agent.

SECTION 11.8. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent or class of employees or agents of the Corporation (including the heirs, executors, administrators or estate of each such person) to the fullest extent of the provisions of this Article XI with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

SECTION 11.9. If any provision or provisions of this Article XI shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (1) the validity, legality and enforceability of the remaining provisions of this Article XI (including, without

limitation, each portion of any paragraph of this Article XI containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (2) to the fullest extent possible, the provisions of this Article XI (including, without limitation, each such portion of any paragraph of this Article XI containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

SECTION 11.10. For purposes of this Article XI:

(a) "Disinterested Director" means a director of the Corporation who is not and was not a party to the matter in respect of which indemnification is sought by the claimant.

(b) "Independent Counsel" means a law firm, a member of a law firm, or an independent practitioner, that is experienced in matters of corporation law and shall include any person who, under the applicable standards of professional conduct then prevailing, would not have a conflict of interest in representing either the Corporation or the claimant in an action to determine the claimant's rights under this Article XI.

SECTION 11.11. Any notice, request or other communication required or permitted to be given to the Corporation under this Article XI shall be in writing and either delivered in person or sent by telecopy, telex, telegram, overnight mail or courier service, or certified or registered mail, postage prepaid, return receipt requested, to the Secretary of the Corporation and shall be effective only upon receipt by the Secretary.

Last Amended on October 8, 2010

Exhibit 31.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Peter D. Kinnear, certify that:

1. I have reviewed this quarterly report on Form 10-Q of FMC Technologies, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2010

/s/ Peter D. Kinnear

Peter D. Kinnear
Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

I, William H. Schumann, III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of FMC Technologies, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2010

/s/ William H. Schumann, III

William H. Schumann, III
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
UNDER SECTION 906 OF THE SARBANES-OXLEY
ACT OF 2002, 18 U.S.C. 1350**

I, Peter D. Kinnear, Chairman and Chief Executive Officer of FMC Technologies, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended September 30, 2010, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 3, 2010

/s/ Peter D. Kinnear

Peter D. Kinnear
Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
UNDER SECTION 906 OF THE SARBANES-OXLEY
ACT OF 2002, 18 U.S.C. 1350**

I, William H. Schumann, III, Executive Vice President and Chief Financial Officer of FMC Technologies, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended September 30, 2010, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 3, 2010

/s/ William H. Schumann, III

William H. Schumann, III
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)