

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <b>CANNON CHARLES H JR</b>  (Last) (First) (Middle) <b>200 EAST RANDOLPH DRIVE</b>  (Street) <b>CHICAGO IL 60601</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>FMC TECHNOLOGIES INC [ FTI ]</b>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <b>02/22/2008</b>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior Vice President</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
---	--	---

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2008		S		100	D	\$53.99	84,663	D	
Common Stock	02/22/2008		S		100	D	\$53.96	84,563	D	
Common Stock	02/22/2008		S		200	D	\$54.14	84,363	D	
Common Stock	02/22/2008		S		200	D	\$54.13	84,163	D	
Common Stock	02/22/2008		S		300	D	\$54.03	83,863	D	
Common Stock	02/22/2008		S		300	D	\$54.12	83,563	D	
Common Stock	02/22/2008		S		300	D	\$54.02	83,263	D	
Common Stock	02/22/2008		S		300	D	\$54.18	82,963	D	
Common Stock	02/22/2008		S		300	D	\$54.1	82,663	D	
Common Stock	02/22/2008		S		400	D	\$54.04	82,263	D	
Common Stock	02/22/2008		S		400	D	\$54.19	81,863	D	
Common Stock	02/22/2008		S		400	D	\$54.11	81,463	D	
Common Stock	02/22/2008		S		400	D	\$54.08	81,063	D	
Common Stock	02/22/2008		S		500	D	\$54.05	80,563	D	
Common Stock	02/22/2008		S		700	D	\$54.06	79,863	D	
Common Stock	02/22/2008		S		700	D	\$54.15	79,163	D	
Common Stock	02/22/2008		S		1,000	D	\$54.09	78,163	D	
Common Stock	02/22/2008		S		1,000	D	\$54.01	77,163	D	
Common Stock	02/22/2008		S		1,300	D	\$54.07	75,863	D	
Common Stock	02/22/2008		S		1,300	D	\$54.2	74,563	D	
Common Stock	02/22/2008		S		1,500	D	\$54	73,063	D	
Common Stock								1,047.792	I	By Qualified 401(k) Plan

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

Remarks:

By: [Elizabeth A. Cook,](#)  
[Attorney-in-Fact](#)

[02/26/2008](#)

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**