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

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**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported)

September 7, 2005

**FMC TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-16489**  
(Commission  
File Number)

**36-4412642**  
(I.R.S. Employer  
Identification No.)

**1803 Gears Road, Houston, TX 77067**  
(Address of principal executive offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**SECTION 7 – Regulation FD****ITEM 7.01 REGULATION FD DISCLOSURE.**

Representatives from FMC Technologies, Inc. addressed attendees at the Lehman Brothers CEO Energy/Power Conference in New York on Wednesday, September 7, 2005. Presenters at this conference included Joseph H. Netherland, Chairman, President and Chief Executive Officer and William H. Schumann, III, Senior Vice President and Chief Financial Officer.

Slides containing information presented at the conference are attached hereto as an exhibit to this report and are incorporated herein in their entirety by this reference. These slides may also be accessed at the Company's website ([www.fmctechnologies.com](http://www.fmctechnologies.com)). This information is being furnished under Item 7.01 of Form 8-K and is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended. The posting and furnishing of this information is not intended to, and does not, constitute a determination by FMC Technologies, Inc. that the information is material or that investors should consider this information before deciding to buy or sell FMC Technologies, Inc. securities.

**SECTION 9 – Financial Statements and Exhibits****ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits:

- 99.1 Slides for the FMC Technologies, Inc. presentation at the Lehman Brothers CEO Energy/Power Conference in New York on Wednesday, September 7, 2005

Exhibit 99.1 to this report contains non-GAAP financial measures as defined in Item 10 of Regulation S-K of the Securities Exchange Act of 1934, as amended. Management reports its financial results in accordance with generally accepted accounting principles ("GAAP"). However, management believes that certain non-GAAP performance measures utilized for internal analysis provide financial statement users meaningful comparisons between current and prior period results, as well as important information regarding performance trends. These non-GAAP financial measures may be inconsistent with similar measures provided by other companies. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the Company's reported results.

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**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.**

By: /s/ WILLIAM H. SCHUMANN, III  
Senior Vice President and Chief Financial  
Officer

Date: September 7, 2005



**FMC** Technologies

LEHMAN BROTHERS  
Where vision gets built.®

**September 2005  
New York**

***Presenters:***

**Joseph H. Netherland**  
Chairman, President and CEO

**William H. Schumann**  
Sr. Vice President & CFO

**Director of Investor Relations**

**Maryann T. Seaman**  
(312) 861-6414 Chicago  
(281) 591-4080 Houston  
[maryann.seaman@fmcti.com](mailto:maryann.seaman@fmcti.com)

These slides and the accompanying presentation contain “forward-looking” statements which represent management’s best judgment as of the date hereof, based on currently available information. Actual results may differ materially from those contained in such forward-looking statements.

The Company’s periodic reports filed under the Securities Exchange Act of 1934 include information concerning factors that may cause results to differ from those anticipated by these forward-looking statements. The Company undertakes no obligation to update or revise these forward-looking statements to reflect new events or uncertainties.

Although the Company reports its results using GAAP, the Company uses non-GAAP measures when management believes those measures provide useful information for its stockholders.

The Appendices to this presentation provides reconciliations to GAAP for any non-GAAP measures referenced in today’s presentation.

# FMC Technologies At A Glance

## 2004 Revenue: \$2.8 Billion

*FMC Technologies is a global leader in the design, manufacture and supply of mission-critical technology for the energy, food and airport industries*

2004 Revenue

- Subsea Trees
- Surface Wellheads
- Manifolds
- Control Systems
- Floating Production Systems
- Separation Systems



### Energy Systems

71%

- Fluid Control
- Loading Systems
- Measurement Solutions



### Airport Systems

10%

- Loaders
- Believers
- Boarding Bridges
- Rampsnake



### FoodTech

19%

- Citrus Extractors
- Freezing Systems
- Food Processing Systems

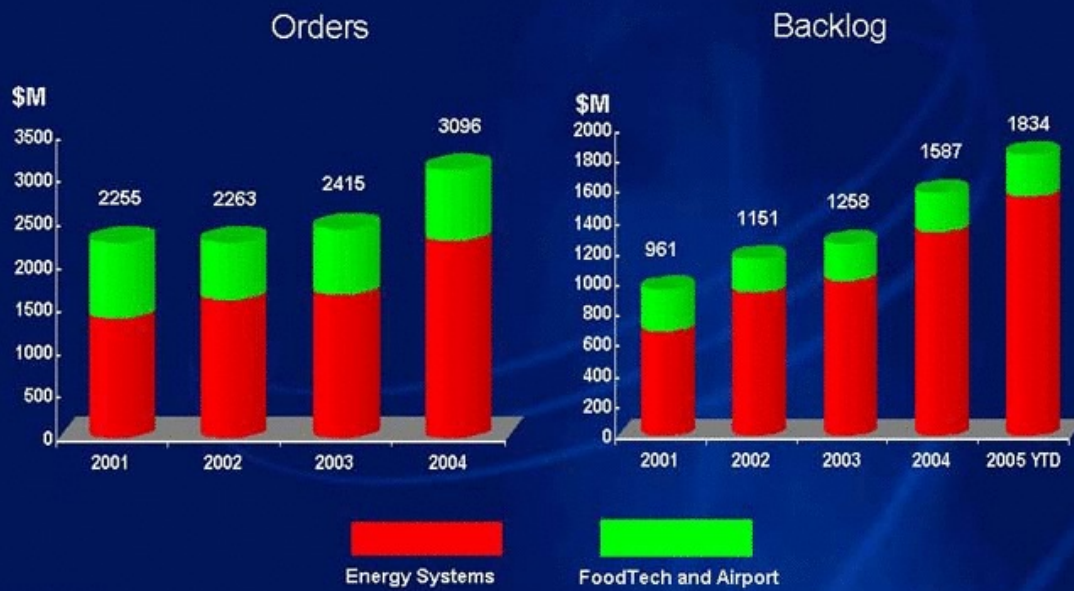


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# Order Backlog

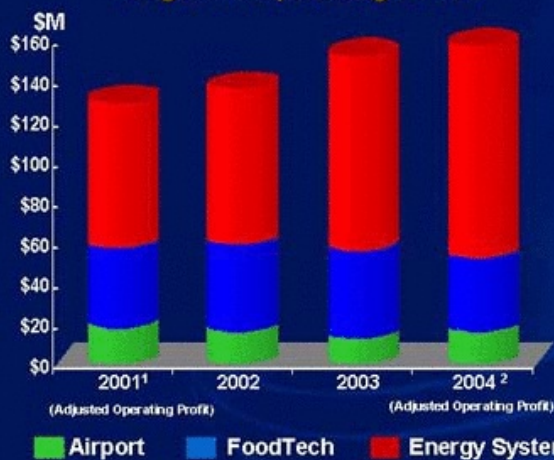
*Backlog continues to grow on the strength of subsea*



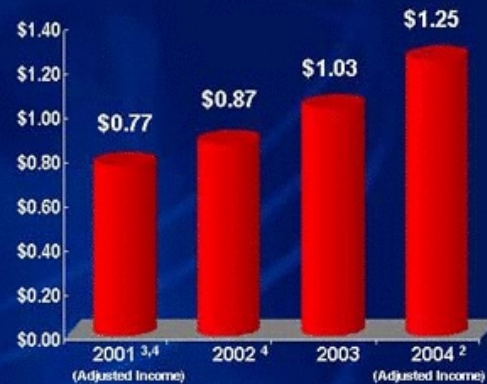
# Strong Financial Results

## Energy Systems Drives Growth

Segment Operating Profit



Earnings per diluted share



<sup>1</sup> See Appendix I for reconciliation of 2001 adjusted segment operating profit (non GAAP measure) to U.S. GAAP.

<sup>2</sup> See Appendix II for reconciliation of 2004 adjusted segment operating profit (non GAAP measure) and 2004 adjusted income per diluted share (non GAAP measure) to U.S. GAAP.

<sup>3</sup> See Appendix III for reconciliation of 2001 adjusted income (non-GAAP measure) to U.S. GAAP. See Appendix IV for reconciliation of 2001 adjusted income per diluted share (non GAAP measure) to U.S. GAAP.

<sup>4</sup> Amounts represent income per diluted share before the cumulative effect of an accounting change.

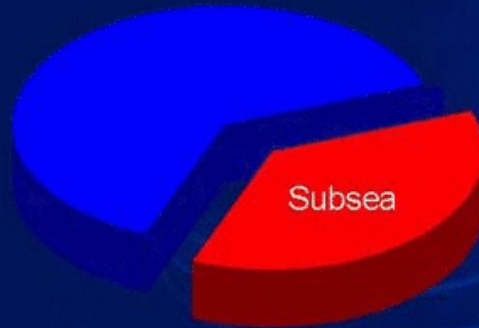
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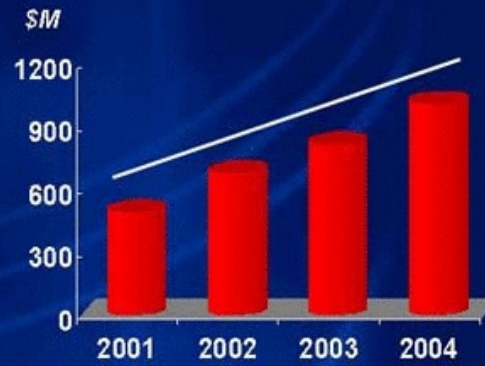
# Subsea Production Systems

*Our Largest And Fastest Growing Business*

2004 Revenues



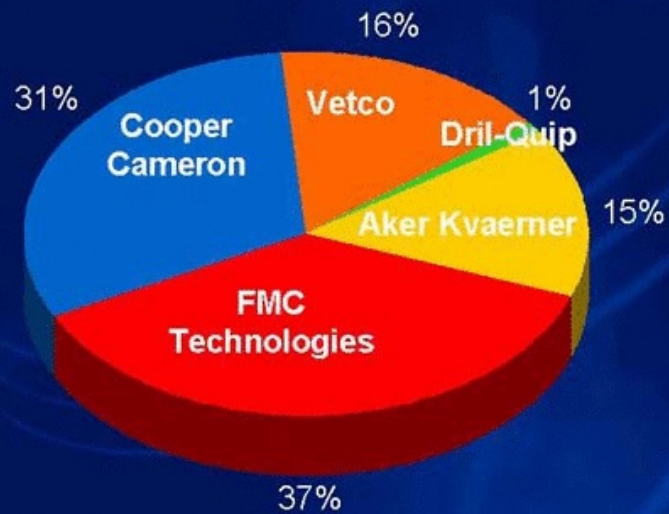
Subsea Revenue



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# Subsea Tree Orders

*Tree Market Share – June Year to Date 2005*



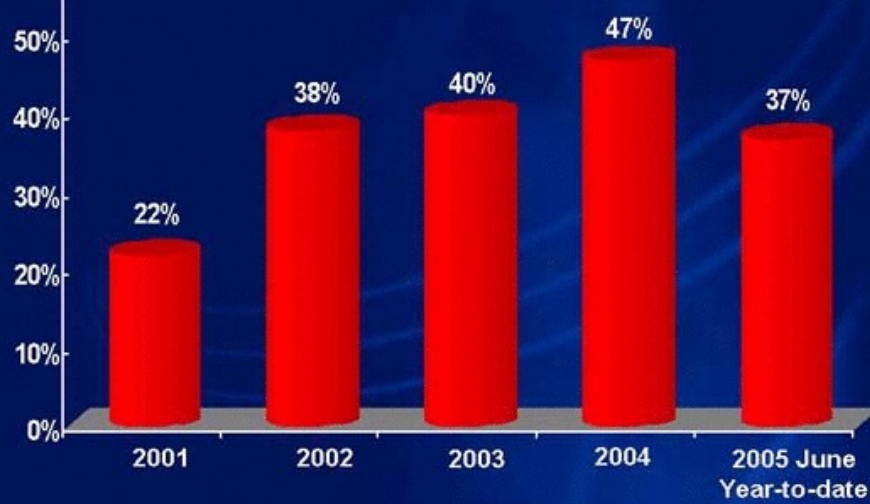
Source: Quest Offshore Resources, Inc.

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# Subsea Tree Orders

*Tree Market Share 2001 through 2Q 2005*

**Tree Unit  
Market Share**



Source: Quest Offshore Resources, Inc.

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# Leading Industry Positions

## Energy Production Systems

		Industry Position
Subsea	Kongsberg	1
Surface Products		2
Floating Production Systems	SOFEC	2



2004 Revenues  
\$1.5B

## Energy Processing Systems

		Industry Position
Fluid Control	WECO®/Chiksan®	1
Loading Systems	Chiksan® Marine Arms	1
Measurement Solutions	Smith Meter	1



2004 Revenues  
\$0.5B

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# Sonatrach – A Troubled Contract

- Awarded in late 2002 to SOFEC subsidiary
- Scope: To install 5 loading/unloading buoys offshore Algeria
- Includes E&C contract for:
  - Design/installation of onshore pumping stations
  - Onshore and offshore piping
- Has been – and continues to be – very difficult to forecast
  - Time of completion
  - Total cost of completion
- Have seen several delays/cost increases. Continue to experience delays.
  - Under buoy hoses
  - Access to pipelines for tie in
  - Other subcontractor delays
- May see more in the future

1. This is the only contract SOFEC has that requires construction/pipeline, etc.; do not intend to seek/accept others.
2. Need to complete this contract and get this behind us – we are working on this.



# FMC Technologies



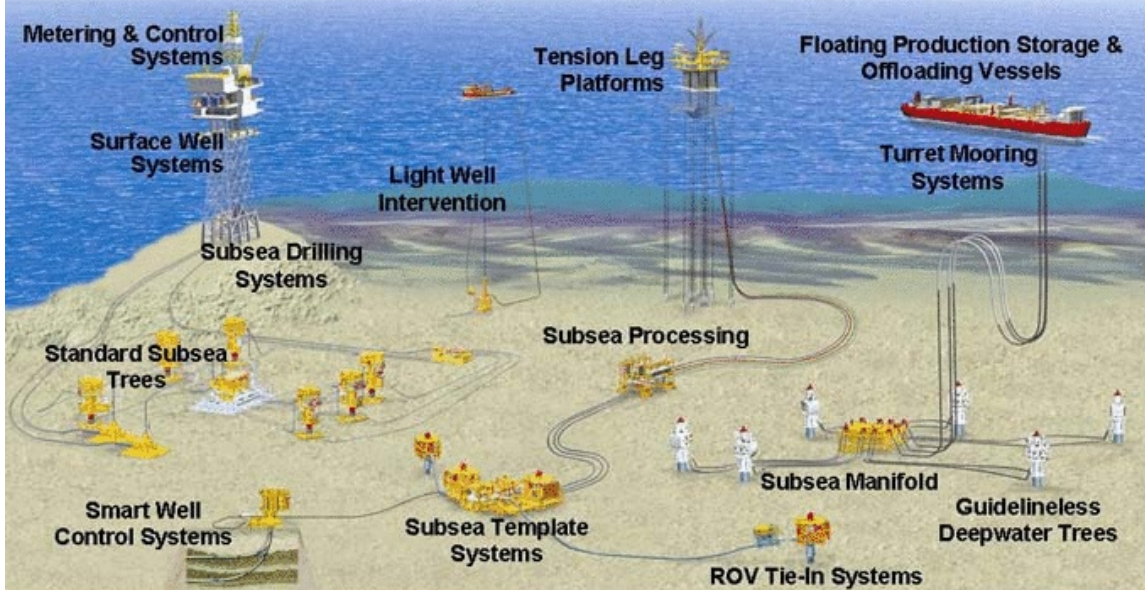
- Leading technology and industry positions across major product lines
- **Leader in growing subsea and deepwater market**
- Proven track record of growth with high return on capital

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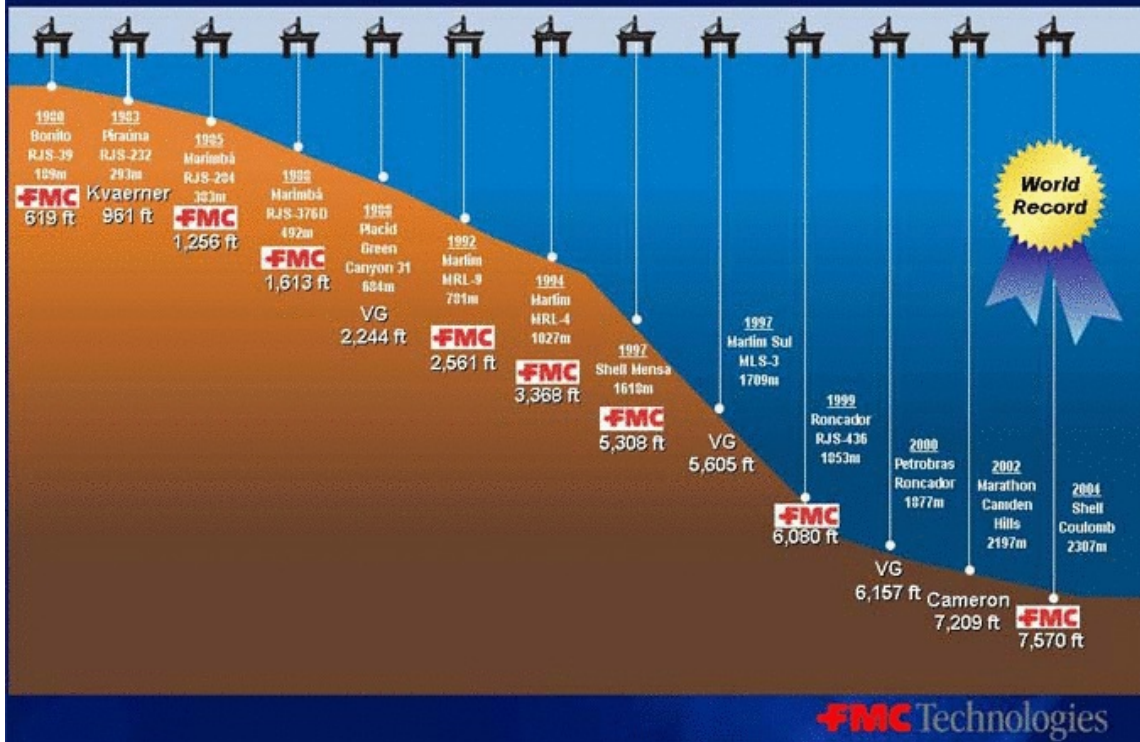
## Leading Deepwater/Subsea Position

- **Broadest subsea systems capabilities**
  - 20 years systems experience
- **Leader in deepwater technology**
  - High reliability, quality and proven technology
- **Well positioned with the major subsea E&P companies**
  - Alliance agreements create working partnerships and standardization
- **Well positioned in major producing basins**
  - Local manufacturing near customer's project management teams
- **Growing market**

# Offshore Capabilities



# Strong Deepwater Track Record





## **OTC Technology Award Winning Projects**

*FTI supplied the equipment on 8 out of 9*

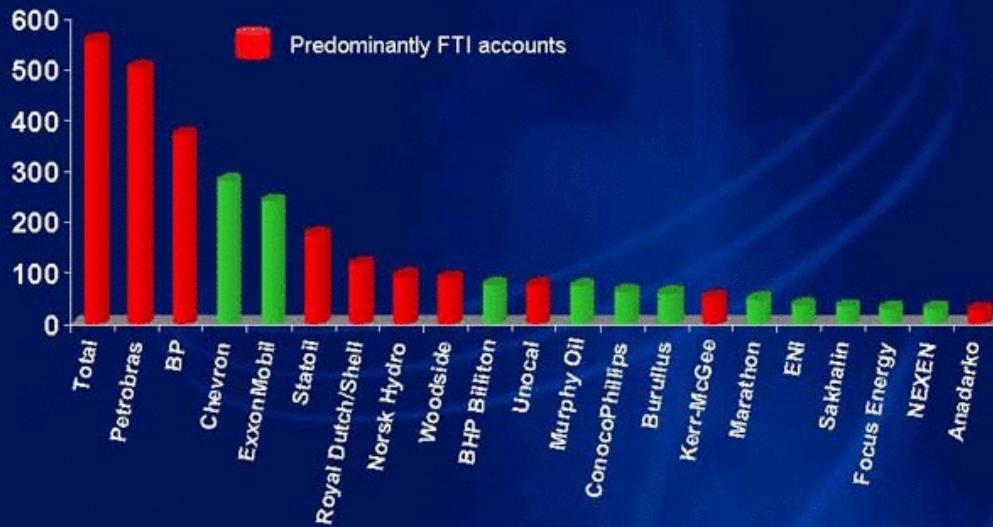
- ✓ 1997 Amoco – Liuhua Project
- ✓ 1998 Shell – Mensa Project
- 1999 BP – Foinhaven Project
- ✓ 2000 Kerr-McGee – Neptune Spar Project
- ✓ 2001 Petrobras – Roncador
- ✓ 2002 ExxonMobil – Hoover / Diana Project
- ✓ 2003 Total – Girassol Project
- ✓ 2004 Shell and BP – Na Kika Project
- ✓ 2005 Kerr-McGee – Redhawk



## Well Positioned With Major Subsea Operators

### Subsea Completions 2005 To 2011E

Trees



Source: Quest Offshore

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# FMC Technologies

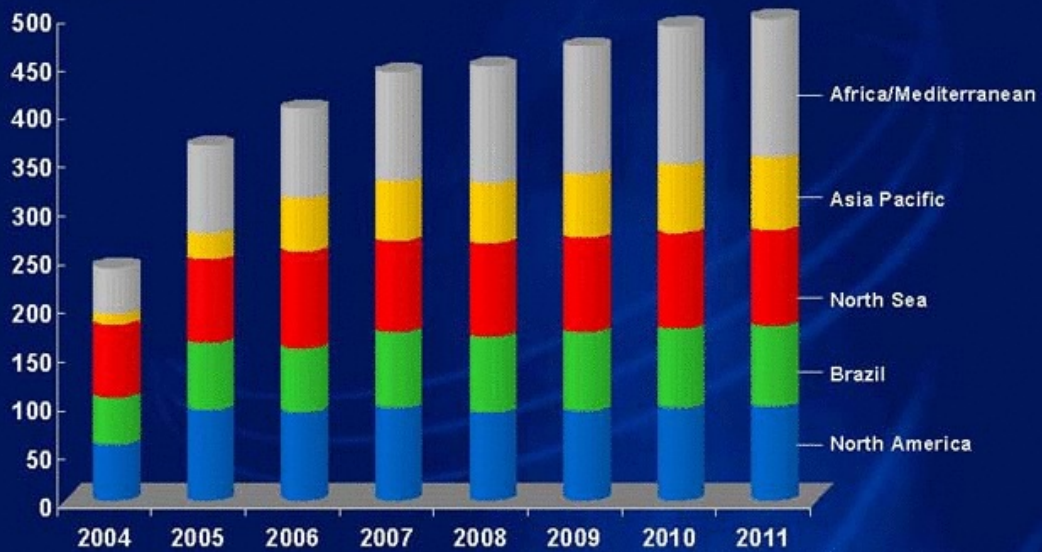


- Leading technology and industry positions across major product lines
- Leader in growing subsea and deepwater market
- **Proven track record of growth with high return on capital**

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# Installed Tree Forecast

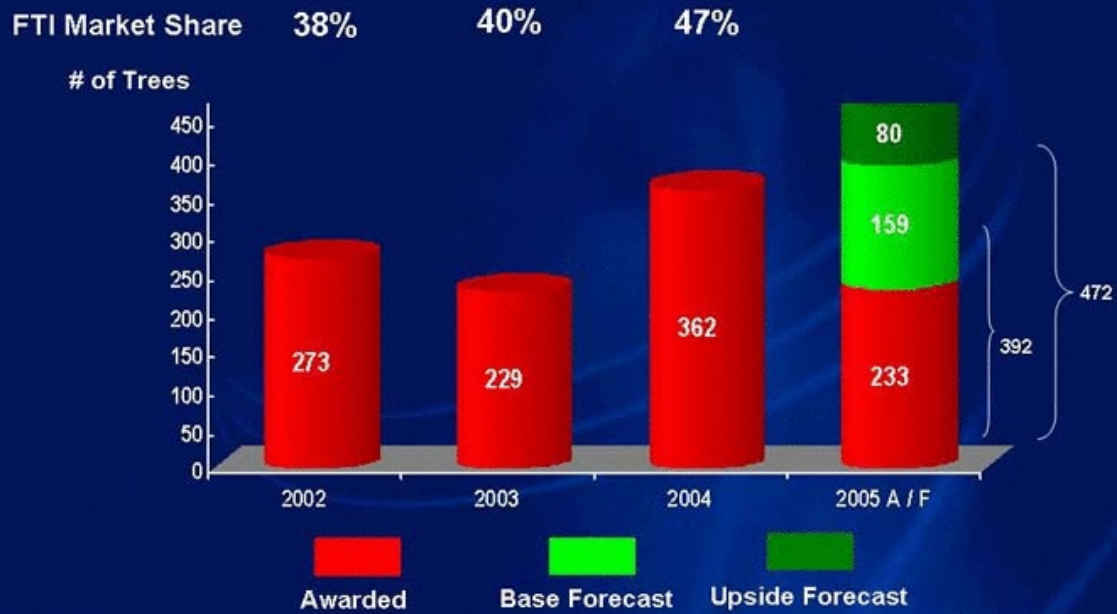
# of Trees



Source: Quest Offshore May 2005 Normalized Case

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# Subsea Tree Awards



Source: Quest Offshore Resources, Inc. August 2005 Forecast

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# EPS Compound Annual Growth Has Exceeded 17% Per Year

(unaudited)



<sup>1</sup>See Appendix IV for reconciliation of 2001 quarterly income per diluted share (non-GAAP measure) to U.S. GAAP and a reconciliation of 2004 quarterly adjusted income per diluted share (non-GAAP measure) to U.S. GAAP.

<sup>2</sup>The Company did not generate earnings or loss in Q1 2005.

Amounts represent income per diluted share before the cumulative effect of an accounting change. EPS is computed independently or each of the periods presented; accordingly, the sum of the quarterly EPS amounts may not agree to the total year.

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# Strong Cash Flow Has Reduced Net Debt

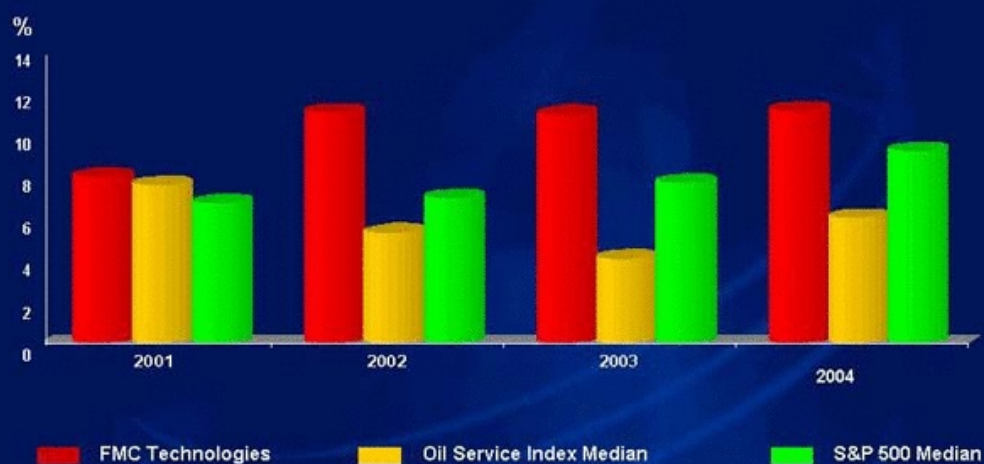
(in millions)



At January 1, 2001, debt, net of cash is presented on a pro forma basis as defined in the Separation and Distribution Agreement with FMC Corporation.

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# Return On Investment



Return on Investment (ROI) is calculated as income before the cumulative effect of changes in accounting principles plus after-tax interest expense as a percentage of total average debt and equity. The calculations of 2001 and 2004 ROI use adjusted income which is a non-GAAP measure. See Appendix I,II.

## In Summary

### *A “New” Oilfield Services Company with*

- Strong and Growing Subsea Franchise
- Growing Energy Processing Business
- Platform for Added Products and Services
  - Separation Technology
  - Subsea Processing
  - Gas-to-Liquids
  - Light Well Intervention
  - Multiphase Metering
- Strong Cash Flow
- High Return on Capital

# Appendices

# Appendix I

**Reconciliation of Non-GAAP measures (as required by Regulation G)**  
**(In millions, except per share amounts)**

	<u>FY 2001</u>
Segment operating profit (GAAP basis)	\$ 113.2
Add back: Restructuring and asset impairment charges	16.4
Adjusted segment operating profit (a non-GAAP measure)	<u>\$ 129.6</u>



## Appendix II

**Reconciliation of Non-GAAP measures (as required by Regulation G)**  
**(In millions, except per share amounts)**

	<u>FY 2004</u>
Segment operating profit- Energy Systems (GAAP basis)	\$ 98.5
Add back: Goodwill impairment	6.5
Adjusted segment operating profit - Energy Systems (a non-GAAP measure)	<u>\$ 105.0</u>
Income per diluted share (GAAP basis)	\$ 1.68
Less: Gain on conversion of investment in MODEC International LLC	(0.52)
Add back: Goodwill impairment	0.09
Adjusted income per diluted share (a non-GAAP measure)	<u>\$ 1.25</u>

## Appendix III

### *Reconciliation of Non-GAAP measures (as required by Regulation G)*

Year Ended December 31,

(in millions)	<u>2001</u>
Income before the cumulative effect of a change in accounting principle (GAAP measure)	\$ 35.9
Add back: Restructuring and asset impairment charges, net of income taxes	10.4
Add back: Income tax charges related to the separation from FMC Corporation	8.9
Less: Pro forma interest expense, net of income taxes	<u>(4.7)</u>
Adjusted income before the cumulative effect of a change in accounting principle (non-GAAP measure)	<u>\$ 50.5</u>

## Appendix IV

### Reconciliation of Non-GAAP measures (as required by Regulation G)

2001	Q1 2001*	Q2 2001*	Q3 2001	Q4 2001	FY 2001
Income per diluted share before cumulative effect of a change in accounting principle (GAAP basis)	\$ (0.06)	\$ 0.15	\$ 0.15	\$ 0.30	\$ 0.55
Less: Pro forma incremental interest expense	(0.04)	(0.03)	-	-	(0.07)
Add back:					
Restructuring and asset impairment charges	0.10	-	0.06	-	0.16
Income Taxes related to separation from FMC	0.05	0.06	0.02	-	0.13
Other	0.01	0.01	-	-	-
Adjusted income per diluted share (a non GAAP Measure)	<u>\$ 0.06</u>	<u>\$ 0.19</u>	<u>\$ 0.23</u>	<u>\$ 0.30</u>	<u>\$ 0.77</u>

\*Results relating to periods prior to June 1, 2001 were carved out from the consolidated financial statements of FMC Corporation.

2004	Q1 2004	Q2 2004	Q3 2004	Q4 2004	FY 2004
Income per diluted share (GAAP basis)	\$ 0.20	\$ 0.35	\$ 0.32	\$ 0.81	\$ 1.68
Less: Gain on conversion of investment in MODEC International LLC	-	-	-	(0.51)	(0.52)
Add back:					
Goodwill impairment	-	-	-	0.09	0.09
Adjusted income per diluted share (a non-GAAP measure)	<u>\$ 0.20</u>	<u>\$ 0.35</u>	<u>\$ 0.32</u>	<u>\$ 0.39</u>	<u>\$ 1.25</u>

# Large Project Awards Anticipated in the Market Over the Next 18 Months

Operator	Development	Subsea Trees	Operator	Development	Subsea Trees
<u><i>Gulf of Mexico/N. America</i></u>			<u><i>Brazil</i></u>		
BHP B	Shenzi (Gulf)	30-35	Chevron	Frade	15-20
Shell	Hammerhead (Alaska)	5-10	Shell	BC-10	15-20
Exxon Mobil	Glory Hole (Canada)	10-15			
<u><i>West Africa/Red</i></u>			<u><i>North Sea</i></u>		
ENI	Bouri Phase 2 (Libya)	15-20	Statoil	Tyrihans (Norway)	10-15
Woodside	TIOF (Mauritania)	5-10	CNR	Lyell (UK)	5-10
Exxon Mobil	Kizomba C (Angola)	15-20	Statoil	Gjøa (Norway)	15-20
Exxon Mobil	MEGI phase-4 (Eq. Guinea)	20-25	BP	Skarv (Norway)	10-15
Exxon Mobil	BOSI (Nigeria)	15-20			
Total	Moho (Congo)	10-15	<u><i>Asia Pacific</i></u>		
Chevron	Nsiko (Nigeria)	20-25	Unocal	Gendalo (Indonesia)	5-10
Chevron	Tombua Landana (Angola)	10-15	Argo/Clarkson	(Philippines)	5-10
Shell	Bonga - S.West (Nigeria)	30-35	Woodside	Vincent (Australia)	5-10
Shell	Bonga - N.West (Nigeria)	5-10			