

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

May 2, 2012

Date of Report (Date of earliest event reported)

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, Texas
(Address of Principal Executive Offices)

77067
(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

At FMC Technologies, Inc.'s ("we" or "our") 2012 Annual Meeting of Stockholders held on May 2, 2012 (the "Annual Meeting"), our stockholders approved amendments to our Amended and Restated Certificate of Incorporation, as described in our Proxy Statement dated April 2, 2012, relating to the Annual Meeting. These amendments provide for the phased elimination of our classified Board of Directors. Directors elected prior to the filing of the amendment with the Secretary of State of the State of Delaware (including directors elected at the Annual Meeting) will complete their three-year terms and, thereafter, such directors or their successors will be elected to one-year terms. Therefore, beginning with our 2015 Annual Meeting of Stockholders, the declassification of the Board will be complete, and all directors will be subject to annual election to one-year terms.

We filed a Third Certificate of Amendment to our Amended and Restated Certificate of Incorporation reflecting the amendments with the Secretary of State of the State of Delaware on May 3, 2012 (the "Certificate of Amendment"), which became effective upon filing. The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated into this Item 5.03 by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

We held our Annual Meeting for the purpose of (1) electing four directors; (2) ratifying the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2012; (3) approving our 2011 executive compensation program; (4) approving an amendment to our Amended and Restated Certificate of Incorporation to provide for the annual election of all directors; and (5) voting on any other business properly brought before the meeting. Of the 239,074,012 shares of our Common Stock outstanding and entitled to vote at the Annual Meeting, 211,967,785 shares were present either in person or by proxy.

The following are the final results of the Annual Meeting.

1. All of the nominees for directors, as listed in the proxy statement, were elected as follows:

NOMINEE	FOR	AGAINST	ABSTENTIONS	BROKER NON-VOTES
Mike R. Bowlin	200,047,132	3,696,419	131,224	8,093,010
Philip J. Burguieres	201,301,256	2,397,193	176,326	8,093,010
Edward J. Mooney	186,394,408	17,135,997	344,370	8,093,010
James M. Ringler	174,499,509	29,041,530	333,736	8,093,010

The following directors' terms of office continued after the meeting: C. Maury Devine, Eleazar de Carvalho Filho, John T. Grempe, Thorleif Enger, Claire S. Farley, Thomas M. Hamilton, Joseph H. Netherland and Richard A. Pattarozzi.

2. The appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2012 was ratified as follows:

FOR	AGAINST	ABSTENTIONS	BROKER NON-VOTES
190,004,062	21,760,259	203,464	0

3. Our 2011 executive compensation program was approved as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>	<u>BROKER NON-VOTES</u>
200,920,695	2,455,474	498,606	8,093,010

4. The amendment to our Amended and Restated Certificate of Incorporation to provide for the annual election of directors was approved as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>	<u>BROKER NON-VOTES</u>
203,510,272	244,600	119,903	8,093,010

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	Third Certificate of Amendment to the Amended and Restated Certificate of Incorporation of FMC Technologies, Inc.

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 hereunto duly authorized.

FMC TECHNOLOGIES, INC.

By: /s/ Jeffrey W. Carr

Name: Jeffrey W. Carr

Title: Senior Vice President, General Counsel and Secretary

Dated: May 4, 2012

Exhibit Index

Exhibit No.

Description of Exhibit

3.1

Third Certificate of Amendment to the Amended and Restated Certificate of Incorporation of FMC Technologies, Inc.

**THIRD CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FMC TECHNOLOGIES, INC.**

The undersigned Corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the corporation is: FMC Technologies, Inc.

SECOND: The Corporation hereby amends its Amended and Restated Certificate of Incorporation as follows:

Article VI is hereby amended by deleting all of the text of such section and replacing it with the following in substitution thereof:

“Section 1. Except as otherwise provided by the resolution or resolutions adopted by the Board of Directors designating the rights, powers and preferences of any Preferred Stock, the number of directors of the Corporation shall be fixed, and may be increased or decreased from time to time, exclusively by resolution of the Board of Directors.

Section 2. Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

Section 3. Commencing with the annual meeting of stockholders to be held in 2013 (the “2013 Annual Meeting”) and at each annual meeting of stockholders thereafter, all director nominees, other than those who may be elected by the holders of any class or series of Preferred Stock as set forth in this Certificate of Incorporation, shall be elected annually for a term of one year and shall hold office until the next succeeding annual meeting; provided, however, that each director elected to a three-year term prior to the 2013 Annual Meeting shall continue in office for the remainder of such three-year term, unless his or her term is sooner terminated by death, resignation, retirement, disqualification, removal from office or other cause. In all cases, each director shall remain in office until such director’s successor is elected and qualified or until such director’s earlier death, resignation, retirement, disqualification, removal from office or other cause.

Section 4. Except as otherwise provided by the resolution or resolutions adopted by the Board of Directors designating the rights, powers and preferences of any 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 classes of outstanding capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 5. Except as otherwise provided by the resolution or resolutions adopted by the Board of Directors designating the rights, powers and preferences of any 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 the next election and until his or her successor is shall be elected and qualified or until such director's earlier death, resignation, retirement, disqualification, removal from office or other cause; provided, however, that any replacement director chosen to fill a vacancy left by a director who was elected to a three-year term shall continue in office for the remainder of such three-year term, unless his or her term is sooner terminated by death, resignation, retirement, disqualification, removal from office or other cause. No decrease in the number of directors shall shorten the term of any incumbent director."

THIRD: The written amendment effected herein has been duly adopted by the Board of Directors and approved by the stockholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Third Certificate of Amendment has been subscribed this 3rd day of May 2012, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

FMC TECHNOLOGIES, INC.

/s/ Jeffrey W. Carr

Jeffrey W. Carr
Senior Vice President, General Counsel
and Secretary