

**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><br><u>KINNEAR PETER D</u><br><br>(Last) (First) (Middle)<br><u>1803 GEARS ROAD</u><br><br>(Street)<br><u>HOUSTON TX 77067</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>FMC TECHNOLOGIES INC [ FTI ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman, President and CEO</u> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>10/29/2009</u>              |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>   |   |   |

**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                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.87   | 462,978.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.86   | 462,878.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.85   | 462,778.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.85   | 462,678.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.8301 | 462,578.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.83   | 462,478.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.8202 | 462,378.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.82   | 462,278.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.82   | 462,178.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.8    | 462,078.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 100   | D          | \$54.79   | 461,978.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 150   | D          | \$54.87   | 461,828.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 200   | D          | \$54.83   | 461,628.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 200   | D          | \$54.8    | 461,428.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 200   | D          | \$54.76   | 461,228.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 400   | D          | \$54.84   | 460,828.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 400   | D          | \$54.82   | 460,428.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 400   | D          | \$54.78   | 460,028.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 1,500   | D          | \$54.85   | 458,528.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 1,600   | D          | \$54.79   | 456,928.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 5,000   | D          | \$54.7178 | 451,928.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 5,000   | D          | \$54.4446 | 446,928.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 5,001   | D          | \$54.3677 | 441,927.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 5,310   | D          | \$54.5449 | 436,617.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 5,600   | D          | \$54.6665 | 431,017.939   | D  |   |
| Common Stock                    | 10/29/2009                           |  | S                              |   | 6,152   | D          | \$54.606  | 424,865.939   | D  |   |

| 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   | 10/29/2009                           |  | S                              |   | 14,347  | D          | \$54.3498 | 410,518.939   | D  |   |
| Common Stock   |                                      |  |                                |   |   |            |           | 4,744.0661  | I  | By Qualified 401(k) Plan                              |

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

Explanation of Responses:

Remarks:

By: Elizabeth A. Cook, 10/30/2009  
Attorney-in-Fact

\*\* 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.