

|   |           |
|---|-----------|
| <b>OMB APPROVAL</b>                             |           |
| OMB Number:                                     | 3235-0287 |
| Estimated average burden<br>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

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>KINNEAR PETER D</u><br><br>(Last) (First) (Middle)<br>1803 GEARS ROAD<br><br>(Street)<br>HOUSTON TX 77067<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>FMC TECHNOLOGIES INC [ FTI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President and COO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/23/2006</u>              |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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                    | 03/23/2006                           |  | S                              |   | 800   | D          | \$50.35 | 117,876   | D  |   |
| Common Stock                    | 03/23/2006                           |  | S                              |   | 200   | D          | \$50.34 | 117,676   | D  |   |
| Common Stock                    | 03/23/2006                           |  | S                              |   | 100   | D          | \$50.32 | 117,576   | D  |   |
| Common Stock                    | 03/23/2006                           |  | S                              |   | 300   | D          | \$50.31 | 117,276   | D  |   |
| Common Stock                    | 03/23/2006                           |  | S                              |   | 100   | D          | \$50.27 | 117,176   | D  |   |
| Common Stock                    | 03/23/2006                           |  | S                              |   | 900   | D          | \$50.26 | 116,276   | D  |   |
| Common Stock                    | 03/23/2006                           |  | S                              |   | 400   | D          | \$50.25 | 115,876   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 700.23  | 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) |   |  |  |   |  |

Explanation of Responses:

**Remarks:**

This form completes the filing for Mr. Kinnear's March 23, 2006 transactions.

By: James L. Marvin, 03/27/2006  
attorney-in-fact for

\*\* 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.