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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported)  
December 29, 2006**

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**FMC TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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**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

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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 2 – Financial Information****ITEM 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.**

On December 29, 2006, FMC Technologies, Inc. (the “Company”) completed the sale of its Floating Systems business to MODEC, Inc. for \$54.4 million in cash. The sales agreement was previously announced on November 29, 2006. The Company’s Floating Systems business develops and manufactures SOFEC® turrets and mooring systems for floating production storage and offloading vessels and offshore marine loading systems.

Until the sale date, Floating Systems’ results were consolidated into the Energy Production Systems segment of the Company’s financial statements. Subsequent to the sale, the Company has no continuing involvement in floating production systems. Accordingly, in the Company’s 2006 annual report on Form 10-K, Floating Systems’ results, as well as those of a minor FoodTech unit, will be reported as discontinued operations for all periods presented.

The Company, through its Floating Systems subsidiary, was a partner in the MODEC International LLC joint venture with MODEC, Inc. until 2004, at which time the Company sold its share of the joint venture to MODEC, Inc. for a combination of cash and common stock. In 2005, the Company sold all of its shares of MODEC, Inc. common stock, thereby ending the related party affiliation.

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

(b)(1) Pro Forma Financial Information:

Included as Exhibit 99.1 to this Form 8-K are (i) unaudited pro forma condensed consolidated statements of income for the nine months ended September 30, 2006 and the year ended December 31, 2005 that give effect to the sale of Floating Systems as if the sale had occurred on January 1, 2005 and (ii) an unaudited pro forma condensed consolidated balance sheet as of September 30, 2006 that gives effect to the sale of Floating Systems as if the sale had occurred on September 30, 2006.

These unaudited pro forma financial statements are presented for illustrative purposes only and are not necessarily indicative of the operating results or the financial position that would have been achieved had the sale of Floating Systems been completed as of the dates indicated or of the results that may be obtained in the future. These unaudited pro forma financial statements and the accompanying notes should be read together with (i) the Company’s annual report on Form 10-K for the year ended December 31, 2005 and (ii) the Company’s quarterly report on Form 10-Q for the quarter ended September 30, 2006.

(d) Exhibits:

99.1 Unaudited pro forma financial statements:

- (i) Unaudited Pro Forma Condensed Consolidated Statement of Income for the nine months ended September 30, 2006
- (ii) Unaudited Pro Forma Condensed Consolidated Statement of Income for the year ended December 31, 2005
- (iii) Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2006

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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: William H. Schumann, III  
William H. Schumann, III  
Senior Vice President and Chief Financial Officer

Date: January 3, 2007

**FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME**  
(In millions, except per share amounts)

	For the nine months ended September 30, 2006		
	Historical	Adjustments	Pro Forma
Revenue	\$ 2,828.5	\$ (112.5)(a)	\$ 2,716.0
Costs and expenses:			
Cost of sales	2,228.0	(70.7)(a)	2,157.3
Selling, general and administrative expense	306.9	(6.3)(a)	300.6
Research and development expense	36.5	(0.6)(a)	35.9
Total costs and expenses	2,571.4	(77.6)	2,493.8
Net gain on disposal of assets	1.2		1.2
Minority interests	(1.4)		(1.4)
Income before net interest expense and income taxes	256.9	(34.9)	222.0
Net interest expense	5.2		5.2
Income before income taxes	251.7	(34.9)	216.8
Provision for income taxes	80.1	(9.2)(a)	70.9
Income from continuing operations	<u>\$ 171.6</u>	<u>\$ (25.7)</u>	<u>\$ 145.9</u>
Basic earnings per share:			
Income from continuing operations	\$ 2.50		\$ 2.12
Diluted earnings per share:			
Income from continuing operations	\$ 2.44		\$ 2.07
Weighted average shares outstanding:			
Basic	68.7		68.7
Diluted	70.4		70.4

See accompanying notes to unaudited pro forma condensed consolidated financial statements.

**FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME**  
(In millions, except per share amounts)

	For the year ended December 31, 2005		
	Historical	Adjustments	Pro Forma
Revenue	\$3,226.7	\$ (79.8)(a)	\$3,146.9
Costs and expenses:			
Cost of sales	2,673.5	(123.3)(a)	2,550.2
Selling, general and administrative expense	369.7	(7.5)(a)	362.2
Research and development expense	51.5	(3.2)(a)	48.3
Total costs and expenses	3,094.7	(134.0)	2,960.7
Net gain on disposal of assets	38.3	(8.6)(a)	29.7
Minority interests	(2.5)	(1.0)(a)	(3.5)
Income before net interest expense and income taxes	167.8	44.6	212.4
Net interest expense	5.5		5.5
Income before income taxes	162.3	44.6	206.9
Provision for income taxes	56.2	21.0(a)	77.2
Income from continuing operations	<u>\$ 106.1</u>	<u>\$ 23.6</u>	<u>\$ 129.7</u>
Basic earnings per share:			
Income from continuing operations	\$ 1.54		\$ 1.88
Diluted earnings per share:			
Income from continuing operations	\$ 1.50		\$ 1.83
Weighted average shares outstanding:			
Basic	69.0		69.0
Diluted	70.8		70.8

See accompanying notes to unaudited pro forma condensed consolidated financial statements.

**FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET**  
**AS OF SEPTEMBER 30, 2006**  
(In millions)

	<u>Historical</u>	<u>Adjustments</u>	<u>Pro Forma</u>
<b>Assets:</b>			
<b>Current assets:</b>			
Cash and cash equivalents	\$ 58.7	\$ 41.1(c)	\$ 99.8
Trade receivables, net	837.1	(21.0)(b)	816.1
Inventories	602.0	(0.4)(b)	601.6
Other current assets	112.0	(0.9)(b)	111.1
<b>Total current assets</b>	<b>1,609.8</b>	<b>18.8</b>	<b>1,628.6</b>
Property, plant and equipment, net	416.0	(0.6)(b)	415.4
Goodwill and intangible assets	186.8	(2.3)(b)	184.5
Deferred income taxes	72.9		72.9
Other assets	62.3	(0.1)(b)	62.2
<b>Total assets</b>	<b><u>\$2,347.8</u></b>	<b><u>\$ 15.8</u></b>	<b><u>\$2,363.6</u></b>
<b>Liabilities and stockholders' equity:</b>			
<b>Current liabilities:</b>			
Short-term debt and current portion of long-term debt	\$ 5.1		\$ 5.1
Accounts payable, trade and other	376.8	\$ (11.5)(b)	365.3
Advance payments and progress billings	410.9	(2.9)(b)	408.0
Other current liabilities	378.9	(24.0)(b)	354.9
Deferred income taxes	16.5		16.5
<b>Total current liabilities</b>	<b>1,188.2</b>	<b>(38.4)</b>	<b>1,149.8</b>
Long-term debt, less current portion	217.7		217.7
Other liabilities	87.0		87.0
<b>Stockholders' equity:</b>			
Common stock	0.7		0.7
Common stock held in treasury	(147.8)		(147.8)
Capital in excess of par value of common stock	719.2		719.2
Retained earnings	366.7	54.2(d)	420.9
Accumulated other comprehensive loss	(83.9)		(83.9)
<b>Total stockholders' equity</b>	<b>854.9</b>	<b>54.2</b>	<b>909.1</b>
<b>Total liabilities and stockholders' equity</b>	<b><u>\$2,347.8</u></b>	<b><u>\$ 15.8</u></b>	<b><u>\$2,363.6</u></b>

See accompanying notes to unaudited pro forma condensed consolidated financial statements.

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**FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES**  
**NOTES TO THE UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

- (a) Represents the elimination of the financial results of the Floating Systems business, which are included in the historical financial results of FMC Technologies, Inc., net of general corporate expenses that will remain with the continuing entity.
- (b) Represents the elimination of the net assets of the Floating Systems business, which are included in the historical financial results of FMC Technologies, Inc., net of certain assets and liabilities that will be retained by the continuing entity.
- (c) Reflects the net cash proceeds received in exchange for the Floating Systems business. The cash proceeds from the sale of \$54.4 million are reduced in the adjustment by \$13.3 million of cash required to fund negative working capital for ongoing projects as required in the purchase agreement with MODEC, Inc.
- (d) Reflects the gain that would have been recognized had the disposition taken place on September 30, 2006 based on proceeds of \$54.4 million and net assets of \$0.2 million.