

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

FORM 10-Q

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

For the quarterly period ended March 31, 2009

or

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

For the transition period from _____ to _____

Commission File Number 1-16489

FMC Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1803 Gears Road, Houston, Texas
(Address of principal executive offices)

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

77067
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at April 30, 2009
Common Stock, par value \$0.01 per share	123,585,856

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FMC Technologies, Inc. and Consolidated Subsidiaries
Consolidated Statements of Income (Unaudited)

(In millions, except per share data)

	Three Months Ended	
	March 31,	
	2009	2008
Revenue	\$1,053.0	\$1,040.1
Costs and expenses:		
Cost of sales	844.2	842.2
Selling, general and administrative expense	90.8	80.7
Research and development expense	10.6	9.9
Total costs and expenses	945.6	932.8
Other expense, net	(6.1)	(5.8)
Income before net interest expense and income taxes	101.3	101.5
Net interest expense	(2.1)	—
Income from continuing operations before income taxes	99.2	101.5
Provision for income taxes	27.7	32.6
Income from continuing operations	71.5	68.9
Income (loss) from discontinued operations, net of income taxes	(0.3)	13.1
Net income	71.2	82.0
Less: net income attributable to noncontrolling interests	(0.2)	(0.5)
Net income attributable to FMC Technologies, Inc.	<u>\$ 71.0</u>	<u>\$ 81.5</u>
Basic earnings per share attributable to FMC Technologies, Inc. (Note 3):		
Income from continuing operations	\$ 0.57	\$ 0.53
Income from discontinued operations	—	0.10
Basic earnings per share	<u>\$ 0.57</u>	<u>\$ 0.63</u>
Diluted earnings per share attributable to FMC Technologies, Inc. (Note 3):		
Income from continuing operations	\$ 0.56	\$ 0.52
Income from discontinued operations	—	0.10
Diluted earnings per share	<u>\$ 0.56</u>	<u>\$ 0.62</u>
Weighted average shares outstanding (Note 3):		
Basic	125.9	130.1
Diluted	127.8	132.0
Net income attributable to FMC Technologies, Inc.:		
Income from continuing operations	\$ 71.3	\$ 68.4
Income (loss) from discontinued operations, net of income taxes	(0.3)	13.1
Net income attributable to FMC Technologies Inc.	<u>\$ 71.0</u>	<u>\$ 81.5</u>

The accompanying notes are an integral part of the consolidated financial statements.

FMC Technologies, Inc. and Consolidated Subsidiaries
Consolidated Balance Sheets

(In millions, except per share data)

	March 31, 2009 (Unaudited)	December 31, 2008
Assets		
Current assets:		
Cash and cash equivalents	\$ 411.5	\$ 340.1
Trade receivables, net of allowances of \$9.8 in 2009 and \$9.4 in 2008	846.7	996.1
Inventories (Note 4)	605.9	559.3
Derivative financial instruments (Note 5)	265.6	354.6
Prepaid expenses	34.9	24.2
Other current assets	144.3	164.0
Total current assets	2,308.9	2,438.3
Investments	138.9	151.2
Property, plant and equipment, net of accumulated depreciation of \$346.1 in 2009 and \$332.2 in 2008	514.2	494.9
Goodwill	130.5	128.7
Intangible assets, net	66.8	70.2
Deferred income taxes	119.8	123.4
Derivative financial instruments (Note 5)	153.8	142.4
Other assets	34.5	31.8
Total assets	\$ 3,467.4	\$ 3,580.9
Liabilities and equity		
Current liabilities:		
Short-term debt and current portion of long-term debt	\$ 15.3	\$ 23.0
Accounts payable, trade and other	463.8	495.9
Advance payments and progress billings	746.2	770.3
Derivative financial instruments (Note 5)	339.8	444.4
Other current liabilities	201.2	205.3
Income taxes payable	0.3	—
Current portion of accrued pension and other postretirement benefits	16.4	20.8
Deferred income taxes	0.1	0.1
Liabilities of discontinued operations (Note 2)	2.7	3.5
Total current liabilities	1,785.8	1,963.3
Long-term debt, less current portion (Note 7)	478.5	472.0
Accrued pension and other postretirement benefits, less current portion	192.7	182.1
Derivative financial instruments (Note 5)	172.0	175.8
Other liabilities	91.0	89.0
Commitments and contingent liabilities (Note 13)		
Stockholders' equity (Note 11):		
Preferred stock, \$0.01 par value, 12.0 shares authorized; no shares issued in 2009 or 2008	—	—
Common stock, \$0.01 par value, 195.0 shares authorized in 2009 and 2008; 143.2 shares issued in 2009 and 2008; 124.0 and 124.9 shares outstanding in 2009 and 2008, respectively	1.4	1.4
Common stock held in employee benefit trust, at cost; 0.1 shares outstanding in 2009 and 2008	(6.2)	(6.3)
Common stock held in treasury, at cost; 19.0 and 18.1 shares in 2009 and 2008, respectively	(723.0)	(706.0)
Capital in excess of par value of common stock	707.6	728.7
Retained earnings	1,151.4	1,081.0
Accumulated other comprehensive loss	(392.3)	(408.4)
Total FMC Technologies, Inc. stockholders' equity	738.9	690.4
Noncontrolling interests	8.5	8.3
Total equity	747.4	698.7
Total liabilities and equity	\$ 3,467.4	\$ 3,580.9

The accompanying notes are an integral part of the consolidated financial statements.

FMC Technologies, Inc. and Consolidated Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)

(In millions)

	Three Months Ended	
	March 31,	
	2009	2008
Cash provided (required) by operating activities of continuing operations:		
Net income attributable to FMC Technologies, Inc.	\$ 71.0	\$ 81.5
Income (loss) from discontinued operations, net of income taxes	(0.3)	13.1
Income from continuing operations	71.3	68.4
Adjustments to reconcile net income to cash provided (required) by operating activities of continuing operations:		
Depreciation	15.1	12.5
Amortization	4.2	3.2
Employee benefit plan costs	23.4	12.5
Deferred income tax provision (benefit)	(7.7)	3.0
Unrealized loss on derivative instruments	7.9	18.4
Net gain on disposal of assets	(0.9)	—
Other	2.7	2.6
Changes in operating assets and liabilities, net of effects of acquisitions:		
Trade receivables, net	154.2	(23.5)
Inventories	(48.6)	(24.1)
Accounts payable, trade and other	(36.6)	19.8
Advance payments and progress billings	(33.9)	117.0
Other assets and liabilities, net	(15.7)	(39.4)
Income taxes payable	12.6	(16.3)
Accrued pension and other postretirement benefits, net	(2.7)	(4.9)
Cash provided by operating activities of continuing operations	145.3	149.2
Net cash provided (required) by discontinued operations – operating	(1.1)	7.5
Cash provided by operating activities	144.2	156.7
Cash provided (required) by investing activities:		
Capital expenditures	(25.4)	(43.0)
Proceeds from disposal of assets	1.1	1.3
Cash required by investing activities of continuing operations	(24.3)	(41.7)
Cash required by discontinued operations – investing	—	(3.2)
Cash required by investing activities	(24.3)	(44.9)
Cash provided (required) by financing activities:		
Net increase (decrease) in short-term debt and current portion of long-term debt	(4.7)	1.2
Net increase (decrease) in commercial paper	(8.0)	102.0
Issuance of long-term debt, net of repayments	11.0	0.6
Proceeds from exercise of stock options	0.1	1.4
Purchase of treasury stock	(43.5)	(88.8)
Excess tax benefits	0.6	14.9
Settlement of taxes withheld on equity compensation awards	(6.5)	(16.3)
Other	0.1	(0.2)
Cash provided (required) by financing activities of continuing operations	(50.9)	14.8
Effect of exchange rate changes on cash and cash equivalents	2.4	2.7
Increase in cash and cash equivalents	71.4	129.3
Cash and cash equivalents, beginning of period	340.1	129.5
Cash and cash equivalents, end of period	<u>\$ 411.5</u>	<u>\$ 258.8</u>

The accompanying notes are an integral part of the consolidated financial statements.

FMC Technologies, Inc. and Consolidated Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

Note 1: Basis of Presentation

The accompanying unaudited consolidated financial statements of FMC Technologies, Inc. and its consolidated subsidiaries ("FMC") have been prepared in accordance with United States generally accepted accounting principles and rules and regulations of the Securities and Exchange Commission ("SEC") pertaining to interim financial information. As permitted under those rules, certain footnotes or other financial information that are normally required by United States generally accepted accounting principles can be condensed or omitted. Therefore, these statements should be read in conjunction with the audited consolidated financial statements, and notes thereto, which are included in our Annual Report on Form 10-K for the year ended December 31, 2008.

Our accounting policies are in accordance with United States generally accepted accounting principles. The preparation of financial statements in conformity with these accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Ultimate results could differ from our estimates.

In the opinion of management, the statements reflect all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of our financial condition and operating results as of and for the periods presented. Revenue, expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these statements may not be representative of those for the full year. Certain reclassifications have been made to prior period amounts to conform to the current period's presentation. Effective January 1, 2009, we adopted Statement of Financial Accounting Standards ("SFAS") No. 160, "Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51." In accordance with SFAS No. 160, noncontrolling interests (previously shown as minority interest) are reported below net income under the heading "Net income attributable to noncontrolling interests" in the consolidated statements of income and shown as a component of equity in the consolidated balance sheets.

We have corrected an immaterial error in the accompanying consolidated statement of cash flows for the three months ended March 31, 2008. The correction relates to the minimum tax withholding paid to taxing authorities on behalf of employees for share-based compensation awards that is required to be classified as a financing activity in the statement of cash flows. The correction increased cash provided by operating activities for the three months ended March 31, 2008 by \$16.3 million, with an offsetting decrease of \$16.3 million in cash required by financing activities. The correction of error does not impact the net change in cash and cash equivalents and is not material to our previously reported consolidated statement of cash flows. Additionally, we have corrected an immaterial error in the accompanying consolidated balance sheet at December 31, 2008, related to tax items associated with the spin-off of John Bean Technologies Corporation ("JBT") that duplicated certain amounts provided for in the loss on distribution of JBT. The correction decreased equity by \$6.2 million, with an offsetting decrease of \$5.4 million in other current assets and an increase in liabilities of discontinued operations of \$0.8 million. The correction of error is not material to our previously reported consolidated balance sheet.

Note 2: Discontinued Operations

In October 2007, we announced the intention to spin-off 100% of our FoodTech and Airport Systems businesses. On July 12, 2008, our Board of Directors approved the spin-off of the businesses to our shareholders. The spin-off was accomplished on July 31, 2008, through a tax-free dividend to our shareholders. We distributed 0.216 shares of JBT common stock for every share of our stock outstanding as of the close of business on July 22, 2008. We did not retain any shares of JBT common stock. JBT is now an independent public company traded on the New York Stock Exchange (NYSE: JBT). The results of JBT have been reported as discontinued operations for all periods presented.

Prior to the spin-off, we received necessary regulatory approvals, including a private letter ruling from the Internal Revenue Service ("IRS") regarding the tax-free status of the transaction for U.S. federal income tax purposes and a declaration of effectiveness from the Securities and Exchange Commission for JBT's registration statement on Form 10. In connection with this transaction, JBT distributed \$157.8 million to us which was used to repurchase stock and reduce our outstanding debt, pursuant to certain terms of the IRS private letter ruling. JBT made an additional cash distribution to FMC Technologies Inc. of \$38.4 million in October 2008, pursuant to certain terms of the Separation and Distribution Agreement entered into by FMC Technologies and JBT. As required under the terms of the IRS private letter ruling, this amount was used to repurchase FMC Technologies stock in March 2009.

Liabilities of business reported as discontinued operations included in the accompanying consolidated balance sheets represent other liabilities of \$2.7 million and \$3.5 million at March 31, 2009, and December 31, 2008, respectively. The consolidated statements of income include the following in discontinued operations:

(In millions)	Three Months Ended March 31,	
	2009	2008
Revenue	\$ —	\$ 254.2
Income (loss) before income taxes	(0.3)	18.9
Income tax provision	—	(5.8)
Income (loss) from discontinued operations, net of income taxes	\$ (0.3)	\$ 13.1

Note 3: Earnings Per Share (“EPS”)

Basic EPS is computed using the weighted average number of common shares outstanding during the period. Diluted EPS gives effect to the potential dilution of earnings that could have occurred if additional shares were issued for stock options and restricted stock awards under the treasury stock method. We had an immaterial number of outstanding stock-based awards that were excluded from the computation of diluted EPS because they were anti-dilutive for the three months ended March 31, 2009. There were no outstanding stock-based awards excluded from the computation of diluted EPS for the three months ended March 31, 2008.

The following schedule is a reconciliation of the basic and diluted EPS computations:

(In millions, except per share data)	Three Months Ended	
	March 31,	
	2009	2008
Basic earnings per share attributable to FMC Technologies, Inc.:		
Income from continuing operations	\$ 71.3	\$ 68.4
Weighted average number of shares outstanding	125.9	130.1
Basic earnings per share from continuing operations	\$ 0.57	\$ 0.53
Diluted earnings per share attributable to FMC Technologies, Inc.:		
Income from continuing operations	\$ 71.3	\$ 68.4
Weighted average number of shares outstanding	125.9	130.1
Effect of dilutive securities:		
Options on common stock	0.4	0.6
Restricted stock	1.5	1.3
Total shares and dilutive securities	127.8	132.0
Diluted earnings per share from continuing operations	\$ 0.56	\$ 0.52

Note 4: Inventories

Inventories consisted of the following:

(In millions)	March 31, 2009	December 31, 2008
Raw materials	\$ 121.7	\$ 124.8
Work in process	115.9	84.7
Finished goods	503.6	472.2
Gross inventories before LIFO reserves and valuation adjustments	741.2	681.7
LIFO reserves and valuation adjustments	(135.3)	(122.4)
Net inventories	\$ 605.9	\$ 559.3

Note 5: Derivative Financial Instruments

We hold derivative financial instruments for the purpose of hedging the risks of certain identifiable and anticipated transactions. In general, the types of risks hedged are those relating to the variability of future earnings and cash flows caused by movements in foreign currency exchange rates and interest rates. We hold the following types of derivative instruments:

Foreign exchange rate forward contracts – The purpose of this instrument is to hedge the risk of changes in future cash flows of anticipated purchase or sale commitments denominated in foreign currencies. At March 31, 2009, we held the following material positions:

(In millions)	Long (Short)	Long (Short) USD Equivalent
Australian Dollar	32.2	22.3
Brazilian Real	73.5	32.4
Euro	56.3	74.9
British Pound	164.9	236.2
Malaysian Ringgit	66.8	18.5
Norwegian Krone	4,212.1	629.2
Singapore Dollar	174.5	115.2
US Dollar	(1,219.6)	(1,219.6)

Foreign exchange rate instruments embedded in purchase and sale contracts – The purpose of this instrument is to match offsetting currency payments for particular projects, or comply with government restrictions on the currency used to purchase goods in certain countries. At March 31, 2009, our portfolio of these instruments included the following material positions:

(In millions)	Long (Short)	Long (Short) USD Equivalent
Brazilian Real	(5.8)	(2.6)
Euro	8.1	10.8
British Pound	(3.9)	(5.6)
Norwegian Krone	(57.9)	(8.6)
US Dollar	7.3	7.3

Interest rate swap instruments – The purpose of this instrument is to hedge the uncertainty of anticipated interest expense from variable-rate debt obligations and achieve a fixed net interest rate. At March 31, 2009, we held three instruments which in aggregate hedged the interest expense on \$100.0 million of variable-rate debt.

The purpose of our foreign currency hedging activities is to manage the volatility associated with anticipated foreign currency purchases and sales created in the normal course of business. We primarily utilize forward exchange contracts with maturities of less than three years.

Our policy is to hold derivatives only for the purpose of hedging risks and not for trading purposes where the objective is solely to generate profit. Generally, we enter into hedging relationships such that changes in the fair values or cash flows of items and transactions being hedged are expected to be offset by corresponding changes in the fair value of the derivatives.

In March 2008, the Financial Accounting Standards Board (“FASB”) issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133.” SFAS No. 161 requires enhanced disclosures regarding derivative instruments and hedging activities, enabling a better understanding of their effects on an entity’s financial position, financial performance and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. We adopted SFAS No. 161 on January 1, 2009.

The following tables of all outstanding derivative instruments is based on estimated fair value amounts that have been determined using available market information and commonly accepted valuation methodologies in accordance with the requirements set forth in SFAS No. 157, “Fair Value Measurements.” Refer to Note 12 for further disclosures related to the fair value process. Accordingly, the estimates presented may not be indicative of the amounts that we would realize in a current market exchange and do not represent potential gains or losses on these agreements.

Derivatives designated as hedging instruments under SFAS No. 133	Balance Sheet Location	Fair Value (in millions)	
		March 31, 2009	December 31, 2008
Interest rate contracts	Long Term Liabilities – Derivative financial instruments	\$ (1.3)	\$ —
Foreign exchange contracts	Current Assets – Derivative financial instruments	163.4	157.1
	Long Term Assets – Derivative financial instruments	15.1	30.3
	Current Liabilities – Derivative financial instruments	(251.7)	(243.9)
	Long Term Liabilities – Derivative financial instruments	(36.7)	(64.3)
Total derivatives designated as hedging instruments under SFAS No. 133		<u>\$ (111.2)</u>	<u>\$ (120.8)</u>

Derivatives not designated as hedging instruments under SFAS No. 133	Balance Sheet Location	Fair Value (in millions)	
		March 31, 2009	December 31, 2008
Foreign exchange contracts	Current Assets – Derivative financial instruments	\$ 102.2	\$ 197.5
	Long Term Assets – Derivative financial instruments	138.7	112.1
	Current Liabilities – Derivative financial instruments	(88.1)	(200.5)
	Long Term Liabilities – Derivative financial instruments	(134.0)	(111.5)
Total derivatives not designated as hedging instruments under SFAS No. 133		\$ 18.8	\$ (2.4)

The following tables present the impact of derivative instruments and their location within the accompanying consolidated statements of income:

Derivatives in SFAS No. 133 Cash Flow Hedging Relationships (In millions)	Amount of Gain or (Loss) Recognized in OCI on Derivative Instruments (Effective Portion, Net of Tax)	
	March 31, 2009	December 31, 2008
Interest rate contracts	\$ (0.8)	\$ —
Foreign exchange contracts	(72.3)	(84.9)
Total	\$ (73.1)(1)	\$ (84.9)

(1) We expect to transfer approximately \$55.2 million of this amount to earnings during the next 12 months when the forecasted transactions actually occur. All forecasted transactions currently being hedged are expected to occur by 2012.

Location of Gain or (Loss) Reclassified From Accumulated OCI into Income (In millions)	Amount of Gain or (Loss) Reclassified From Accumulated OCI into Income (Effective Portion)	
	Three Months Ended March 31,	
	2009	2008
Foreign exchange contracts:		
Revenue	\$ (17.4)	*
Cost of sales	(8.5)	*
Selling, general and administrative expense	(0.1)	*
Total	\$ (26.0)	*

Location of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) (In millions)	Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	Three Months Ended March 31,	
	2009	2008
Foreign exchange contracts:		
Revenue	\$ 0.8	*
Cost of Sales	(0.6)	*
Selling, general and administrative expense	—	*
Total	\$ 0.2	*

Location of Gain or (Loss) Recognized in Income on Derivatives (Original Forecasted Transaction is Not Probable to Occur) (In millions)	Amount of Gain or (Loss) Recognized in Income on Derivatives (Original Forecasted Transaction is Probable Not to Occur)	
	Three Months Ended March 31,	
	2009	2008
Foreign exchange contracts:		
Cost of sales	\$ (0.6)	*

The following table presents the impact of derivatives not designated as hedging instruments under SFAS No. 133 and their location within the accompanying consolidated statements of income:

Location of Gain or (Loss) Recognized in Income on Derivatives (Not Designated as Hedging Instruments under SFAS No. 133) (In millions)	Amount of Gain or (Loss) Recognized in Income on Derivatives (Instruments Not Designated as Hedging Instruments under SFAS No. 133)	
	Three Months Ended March 31,	
	2009	2008
Foreign exchange contracts:		
Revenue	\$ (0.4)	*
Cost of sales	0.1	*
Other income (expense)	(6.1)	*
Total	\$ (6.4)	*

* The adoption of SFAS No. 161 does not require this information to be presented retroactively.

Note 6: Income Taxes

As of March 31, 2009, we had gross unrecognized tax benefits of \$29.8 million. This amount did not change significantly during the current quarter. In March 2009, the IRS concluded an examination of our U.S. federal income tax returns for our 2004 and 2005 tax years and issued a Revenue Agent Report ("RAR") detailing proposed adjustments to such years' taxable income. We have agreed with the IRS with respect to all proposed adjustments except those related to our treatment of intercompany transfer pricing. In March 2009, we made a full payment of tax and interest to the IRS with respect to the proposed adjustments with which we agree. We have filed a protest and requested a conference with the IRS Appeals Office with respect to the proposed adjustments with which we do not agree. At this time the ultimate outcome of this matter remains uncertain. However, management believes we were adequately reserved for this matter as of March 31, 2009.

It is reasonably possible that within twelve months, unrecognized tax benefits related to certain tax reporting positions taken in prior periods could decrease by up to \$2.8 million due to the resolution of these and other tax matters under current examination.

Note 7: Debt

Long-term debt—Long-term debt consisted of the following:

(In millions)	March 31, 2009	December 31, 2008
Revolving credit facilities	\$ 422.0	\$ 407.0
Commercial paper (1)	44.0	52.0
Property financing	8.4	8.5
Other	4.5	8.4
Total long-term debt	478.9	475.9
Less: current portion	(0.4)	(3.9)
Long-term debt, less current portion	\$ 478.5	\$ 472.0

- (1) Committed credit available under our five-year revolving credit facility maturing in December 2012 provides the ability to issue our commercial paper obligations on a long-term basis. Therefore, at March 31, 2009, as we had both the ability and intent to refinance these obligations on a long-term basis, our commercial paper borrowings were classified as long-term on the consolidated balance sheets. Commercial paper borrowings as of March 31, 2009, had an average interest rate of 1.1%.

On January 13, 2009, we entered into a \$350 million 364-day revolving committed credit agreement maturing in January 2010. Borrowings under the credit agreement accrue interest at a rate equal to, at our option, either (a) a base rate determined by reference to the higher of (1) the agent's prime rate, (2) the federal funds rate plus 1/2 of 1% or (3) the London Interbank Offered Rate ("LIBOR") plus 1.00%; or (b) LIBOR plus 2.25%. The margin over LIBOR is variable and is determined based on our credit rating. Among other restrictions, the terms of the credit agreement include negative covenants related to liens and a financial covenant related to the debt-to-earnings ratio. We now have combined committed bank lines of \$950 million, including a \$600 million, five-year revolving credit facility that matures in December 2012.

Note 8: Warranty Obligations

We provide warranties of various lengths and terms to certain of our customers based on standard terms and conditions and negotiated agreements. We provide for the estimated cost of warranties at the time revenue is recognized for products where reliable, historical experience of warranty claims and costs exists. We also provide warranty liability when additional specific obligations are identified. The obligation reflected in other current liabilities in the consolidated balance sheets is based on historical experience by product and considers failure rates and the related costs in correcting a product failure. Warranty cost and accrual information is as follows:

(In millions)	Three Months Ended	
	March 31,	
	2009	2008
Balance at beginning of period	\$ 13.5	\$ 12.4
Expense for new warranties	5.6	3.5
Adjustments to existing accruals	0.8	(0.3)
Claims paid	(1.6)	(1.4)
Balance at end of period	<u>\$ 18.3</u>	<u>\$ 14.2</u>

Note 9: Pension and Other Postretirement Benefits

The components of net periodic benefit cost were as follows:

(In millions)	Pension Benefits	
	Three Months Ended	
	March 31,	
	2009	2008
Service cost	\$ 8.7	\$ 10.0
Interest cost	9.6	13.4
Expected return on plan assets	(11.1)	(17.5)
Amortization of transition asset	(0.1)	(0.1)
Amortization of prior service cost	—	0.1
Amortization of actuarial losses, net	3.9	1.3
Net periodic benefit cost	<u>\$ 11.0</u>	<u>\$ 7.2</u>

(In millions)	Other Postretirement Benefits	
	Three Months Ended	
	March 31,	
	2009	2008
Service cost	\$ 0.1	\$ —
Interest cost	0.1	0.3
Amortization of prior service benefit	(0.3)	(0.6)
Net periodic benefit cost	<u>\$ (0.1)</u>	<u>\$ (0.3)</u>

Note 10: Stock-Based Compensation

We sponsor a stock-based compensation plan and have granted awards primarily in the form of nonvested stock awards (also known as restricted stock in the plan document). We recognize compensation expense for awards under the plan and the corresponding income tax benefits related to the expense. Stock-based compensation expense for nonvested stock awards was \$11.3 million and \$5.5 million for the three months ended March 31, 2009 and 2008, respectively.

In the three months ended March 31, 2009, we granted the following restricted stock awards to employees:

<u>(Number of restricted stock shares in thousands)</u>	<u>Shares</u>	<u>Weighted- average grant date fair value</u>
Time-based	404	
Performance-based	195*	
Market-based	98*	
Granted during the three months ended March 31, 2009	<u>697</u>	\$ 26.75

* Assumes target payout

We granted time-based restricted stock awards that cliff vest after three years. The fair value of these time-based awards was determined using the market value of our common stock on the grant date. We also granted restricted stock awards with performance-based and market-based conditions. The vesting period for these awards is three years. Compensation cost is recognized over the lesser of the stated vesting period or the period until the employee reaches age 62, the retirement-eligible age under the plan.

For current-year performance-based awards, actual payouts may vary from zero to 391 thousand shares and will be dependent upon our performance relative to a peer group of companies with respect to earnings growth and return on investment for the year ending December 31, 2009. Compensation cost is measured based on the current expected outcome of the performance conditions and may be adjusted until the performance period ends.

For current-year market-based awards, actual payouts may vary from zero to 196 thousand shares, contingent upon our performance relative to the same peer group of companies with respect to total shareholder return ("TSR") and whether the TSR is positive or negative for the year ending December 31, 2009. Compensation cost for these awards is calculated using the grant date fair market value, as estimated using a Monte Carlo simulation, and is not subject to change based on future events.

Note 11: Stockholders' Equity

There were no cash dividends declared during the three months ended March 31, 2009 or 2008.

We have been authorized by our Board of Directors to repurchase up to 30 million shares and \$95.0 million of our issued and outstanding common stock. We purchased 1,538 thousand shares under the 30 million share program during the first quarter. Through March 31, 2009, we made the following purchases under the buyback programs:

<u>(In millions, except share data)</u>	<u>2009</u>		<u>2008</u>	
	<u>Shares</u>	<u>\$</u>	<u>Shares</u>	<u>\$</u>
Total purchased to date – January 1,	22,125,164	\$ 817.8	16,422,053	\$ 493.8
Treasury stock repurchases – first quarter	<u>1,537,800</u>	<u>43.5</u>	<u>1,621,056</u>	<u>88.8</u>
Total purchased to date – March 31,	23,662,964	\$ 861.3	18,043,109	\$ 582.6
Treasury stock repurchases – second quarter	*	*	1,239,340	81.0
Total purchased to date – June 30,	*	*	19,282,449	\$ 663.6
Treasury stock repurchases – third quarter	*	*	<u>2,842,715</u>	<u>154.2</u>
Total purchased to date – September 30,	*	*	22,125,164	\$ 817.8
Treasury stock repurchases – fourth quarter	*	*	—	—
Total purchased to date – December 31,	<u>*</u>	<u>*</u>	<u>22,125,164</u>	<u>\$ 817.8</u>

* Not yet applicable

We intend to hold repurchased shares in treasury for general corporate purposes, including issuances under our stock-based compensation plan. The treasury shares are accounted for using the cost method.

During the three months ended March 31, 2009, 671 thousand shares were issued from treasury stock in connection with our stock-based compensation plan. During the year ended December 31, 2008, 1,254 thousand shares were issued from treasury stock.

Comprehensive income (loss) consisted of the following:

(In millions)	Three Months Ended	
	March 31,	
	2009	2008
Net income attributable to FMC Technologies, Inc.	\$ 71.0	\$ 81.5
Foreign currency translation adjustments	(1.8)	27.4
Net deferral of hedging gains, net of tax (1)	11.8	22.4
Amortization of pension and other postretirement benefit losses, net of tax	4.2	0.4
Deferral of unrealized losses on investments, net of tax	1.9	—
Comprehensive income	<u>\$ 87.1</u>	<u>\$ 131.7</u>

(1) See additional disclosure related to hedging activity in Note 5.

Accumulated other comprehensive loss consisted of the following:

(In millions)	March 31,	December 31,
	2009	2008
Cumulative foreign currency translation adjustments	\$ (123.8)	\$ (122.0)
Cumulative deferral of hedging gains, net of tax (1)	(73.1)	(84.9)
Cumulative deferral of pension and other postretirement benefit losses, net of tax	(195.4)	(199.6)
Cumulative unrealized losses on investments, net of tax	—	(1.9)
Accumulated other comprehensive loss	<u>\$ (392.3)</u>	<u>\$ (408.4)</u>

(1) See additional disclosure related to hedging activity in Note 5.

Accumulated other comprehensive loss at December 31, 2008, was reduced by \$2.4 million of cumulative foreign currency translation adjustments and \$25.5 million of pension and other postretirement benefit losses distributed to JBT as a result of the spin-off on July 31, 2008. Additionally, we reclassified accumulated other comprehensive losses of \$10.9 million from cumulative foreign currency translation adjustments to cumulative deferral of pension and other postretirement benefit losses, net of tax for the year ended December 31, 2008.

Note 12: Fair Value of Assets and Liabilities

We adopted SFAS No. 157, "Fair Value Measurements," as of January 1, 2008. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. In February 2008, the FASB issued FASB Staff Position ("FSP") No. FAS 157-2, "Effective Date of FASB Statement No. 157," which provided a one-year deferral of the effective date of SFAS No. 157 for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually) and was effective January 1, 2009. The adoption of this standard had no impact on our consolidated financial results.

The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

- *Level 1:* Unadjusted quoted prices in active markets for identical assets and liabilities.
- *Level 2:* Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.
- *Level 3:* Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

Assets and liabilities measured at fair value on a recurring basis are as follows:

(In millions)	March 31, 2009	Level 1	Level 2	Level 3
Assets				
Investments	\$ 22.8	\$22.8	\$ —	\$ —
Derivatives (1)	419.4	—	419.4	—
Total assets	<u>\$ 442.2</u>	<u>\$22.8</u>	<u>\$419.4</u>	<u>\$ —</u>
Liabilities				
Derivatives (1)	\$ 511.8	\$ —	\$511.8	\$ —

(1) See additional disclosure related to derivative financial instruments in Note 5.

Fair value measurements for assets or liabilities are valued based on quoted prices in public markets that we have the ability to access. We use the income approach as the valuation technique to measure the fair value of foreign currency derivative instruments on a recurring basis. This approach calculates the present value of the future cash flow by measuring the change from the derivative contract rate and the published market indicative currency rate, multiplied by the contract notional values. Credit risk is then incorporated by reducing the derivative's fair value in asset positions by the result of multiplying the present value of the portfolio by the counterparty's published credit spread. Portfolios in a liability position are adjusted by the same calculation; however a spread representing our credit spread is used. Our credit spread and the credit spread of other counterparties not publicly available are approximated by using the spread of similar companies in the same industry, with the same credit rating, and of similar size. The derivative asset values presented in the preceding table were reduced by \$1.6 million, and the derivative liability values reduced by \$3.2 million to approximate fair value, including credit risk.

At the present time, we have no credit-risk-related contingent features in our agreements with the financial institutions which would require us to post collateral for derivative positions in a liability position.

Note 13: Commitments and Contingent Liabilities

We are a defendant in various legal proceedings arising in the ordinary course of business. In the opinion of management, these matters will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

In the ordinary course of business with customers, vendors and others, we issue standby letters of credit, performance bonds, surety bonds and other guarantees. The majority of these financial instruments represent guarantees of our future performance. Additionally, we are the named guarantor on certain letters of credit and performance bonds issued by our former subsidiary, JBT; however, we are fully indemnified by JBT pursuant to the terms and conditions of the Separation and Distribution Agreement, dated July 31, 2008, by and between FMC and JBT. Management does not expect any of these financial instruments to result in losses that, if incurred, would have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Note 14: Business Segment Information

Segment revenue and segment operating profit were as follows:

(In millions)	Three Months Ended	
	March 31,	
	2009	2008
Revenue		
Energy Production Systems	\$ 872.3	\$ 854.0
Energy Processing Systems	181.0	203.9
Other revenue (1) and intercompany eliminations	(0.3)	(17.8)
Total revenue	<u>\$1,053.0</u>	<u>\$1,040.1</u>
Income before income taxes:		
Segment operating profit:		
Energy Production Systems	\$ 104.4	\$ 95.0
Energy Processing Systems	28.5	39.2
Total segment operating profit	132.9	134.2
Corporate items:		
Corporate expense (2)	(6.8)	(8.9)
Other revenue (1) and other expense, net (3)	(25.0)	(24.3)
Net interest income (expense)	(2.1)	—
Total corporate items	<u>(33.9)</u>	<u>(33.2)</u>
Income from continuing operations before income taxes attributable to FMC Technologies, Inc.	<u>\$ 99.0</u>	<u>\$ 101.0</u>

- (1) Other revenue comprises certain unrealized gains and losses on derivative instruments related to unexecuted sales contracts.
- (2) Corporate expense primarily includes corporate staff expenses.
- (3) Other expense, net, generally includes stock-based compensation, other employee benefits, LIFO adjustments, certain foreign exchange gains and losses and the impact of unusual or strategic transactions not representative of segment operations.

Segment operating capital employed and assets were as follows:

(In millions)	March 31, 2009	December 31, 2008
Segment operating capital employed (1):		
Energy Production Systems	\$ 904.6	\$ 917.2
Energy Processing Systems	240.8	243.0
Intercompany eliminations	(0.1)	(0.1)
Total segment operating capital employed	1,145.3	1,160.1
Segment liabilities included in total segment operating capital employed (2)	1,442.8	1,493.7
Corporate (3)	879.3	927.1
Total assets	<u>\$3,467.4</u>	<u>\$ 3,580.9</u>
Segment assets:		
Energy Production Systems	\$2,194.2	\$ 2,242.1
Energy Processing Systems	397.0	413.7
Intercompany eliminations	(3.1)	(2.0)
Total segment assets	2,588.1	2,653.8
Corporate (3)	879.3	927.1
Total assets	<u>\$3,467.4</u>	<u>\$ 3,580.9</u>

- (1) FMC's management views segment operating capital employed, which consists of assets, net of its liabilities, as the primary measure of segment capital. Segment operating capital employed excludes debt, pension liabilities, income taxes, LIFO inventory reserves and the fair value of derivatives.
- (2) Segment liabilities included in total segment operating capital employed consist of trade and other accounts payable, advance payments and progress billings, accrued payroll and other liabilities.
- (3) Corporate includes cash, LIFO inventory reserves, deferred income tax balances, property, plant and equipment not associated with a specific segment, pension assets and the fair value of derivatives.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Statement under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995: FMC Technologies, Inc. and its representatives may from time to time make written or oral statements that are "forward-looking" and provide information that is not historical in nature, including statements that are or will be contained in this report, the notes to our consolidated financial statements, our other filings with the Securities and Exchange Commission, our press releases and conference call presentations and our other communications to our stockholders. These statements involve known and unknown risks, uncertainties and other factors that may be outside of our control and may cause actual results to differ materially from any results, levels of activity, performance or achievements expressed or implied by any forward-looking statement. These factors include, among other things, those described under Risk Factors in Item 1A of our 2008 Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 27, 2009.

In some cases, forward-looking statements can be identified by such words or phrases as "will likely result," "is confident that," "expects," "should," "could," "may," "will continue to," "believes," "anticipates," "predicts," "forecasts," "estimates," "projects," "potential," "intends" or similar expressions identifying "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including the negative of those words and phrases. Such forward-looking statements are based on our current views and assumptions regarding future events, future business conditions and our outlook based on currently available information. We wish to caution you not to place undue reliance on any such forward-looking statements, which speak only as of the date made and involve judgments.

**CONSOLIDATED RESULTS OF OPERATIONS
THREE MONTHS ENDED MARCH 31, 2009 AND 2008**

(In millions, except %)	Three Months Ended		Change	
	March 31,		\$	%
	2009	2008		
Revenue	\$1,053.0	\$1,040.1	12.9	1.2
Costs and expenses:				
Cost of sales	844.2	842.2	2.0	0.2
Selling, general and administrative expense	90.8	80.7	10.1	12.5
Research and development expense	10.6	9.9	0.7	7.1
Total costs and expenses	945.6	932.8	12.8	1.4
Other expense, net	(6.1)	(5.8)	(0.3)	*
Net interest expense	(2.1)	—	(2.1)	*
Income before income taxes	99.2	101.5	(2.3)	2.3
Provision for income taxes	27.7	32.6	(4.9)	15.0
Income from continuing operations	71.5	68.9	2.6	3.8
Income (loss) from discontinued operations, net of income taxes	(0.3)	13.1	(13.4)	*
Net income	71.2	82.0	(10.8)	13.2
Less: net income attributable to noncontrolling interests	(0.2)	(0.5)	0.3	*
Net income attributable to FMC Technologies, Inc	<u>\$ 71.0</u>	<u>\$ 81.5</u>	<u>(10.5)</u>	12.9

* Not meaningful

Our total revenue for the three months ended March 31, 2009, increased \$12.9 million compared to the same period in 2008, primarily as a result of our Energy Production businesses, which generated \$18.3 million of the revenue growth. Additionally, we had other revenue which represents unrealized gains on derivative instruments related to unexecuted sales contracts for the quarter ended March 31, 2009, compared to unrealized losses for the comparable prior-year period. The revenue increase was partially offset by a decline in Energy Processing revenues of \$22.9 million resulting primarily from the deterioration of oil and gas prices which led to the weaker North American rig count. Excluding the impact of foreign currency translation, the total dollar growth in consolidated revenue would have been \$178.0 million higher in the first quarter of 2009.

Gross profit (revenue less cost of sales) totaled \$208.8 million, or 19.8% of revenues, 80 basis points above the gross profit margins generated in the comparable prior-year quarter. The margin improvement was primarily the result of progress on more complex, higher-margin projects during the quarter. On an absolute dollar basis, gross profit increased by \$10.9 million compared to the prior-year period, resulting primarily from increased sales volume. Excluding the impact of foreign currency translation, the total dollar growth in gross profit margin would have been \$19.9 million higher in the first quarter of 2009.

Selling, general and administrative (“SG&A”) expense for the first quarter of 2009 increased \$10.1 million compared to the same period in 2008. The increase was driven by additional stock-based compensation expense of \$5.8 million, resulting primarily from the acceleration of certain stock awards in accordance with our stock-based compensation plan during the first quarter of 2009 and an increase in pension expense of \$3.8 million. Additionally, we had increased spending in our Energy Production businesses due to higher staff expenses, partially offset by a reduction in professional service expenses during the first quarter of 2009. Excluding the impact of foreign currency translation, SG&A expense would have been \$7.8 million higher in the first quarter of 2009.

Other expense, net, reflected \$6.1 million and \$4.0 million in losses on foreign currency derivative instruments, for which hedge accounting is not applied, for the three months ended March 31, 2009 and 2008, respectively. The increase in losses in the first quarter of 2009 were partially offset by a reduction of \$1.0 million in compensation expense during the first quarter of 2009 associated with investments held in an employee benefit trust for our non-qualified deferred compensation plan and \$0.9 million in gains on the disposal of equipment during the three months ended March 31, 2009.

Net interest expense increased \$2.1 million in the first quarter of 2009 compared to the same period in 2008 primarily due to higher average debt levels for the quarter ended March 31, 2009.

Our income tax provisions for the first quarter of 2009 and 2008 reflect effective tax rates of 28.0% and 32.3%, respectively. The decrease in the effective rate in 2009 was primarily due to country mix of earnings. The difference between the effective tax rate and the statutory U.S. federal income tax rate related primarily to differing foreign and state tax rates.

Our discontinued operations generated a loss of \$0.3 million during the three months ended March 31, 2009, compared to income of \$13.1 million for the same period in 2008. The loss in 2009 represents additional expenses related to the spin-off of JBT which occurred in July 2008. The income in 2008 is primarily attributable to the operating results of JBT.

Outlook

The long-term outlook for our businesses remains generally favorable despite the impact of the deepening global recession and continued volatility in the equity and credit markets that commenced in the second half of 2008 and the declining North American rig count seen in the first quarter of 2009. As a consequence of the global recession, there have been several downward revisions to estimates for global hydrocarbon demand. As a result, the market conditions within the energy industry appear considerably weaker than the outlook in early 2008. However, management believes that the impact of the existing macroeconomic disruptions will ultimately correct themselves and global demand for hydrocarbons will strengthen.

Management believes that the outlook for the Company for the remainder of 2009 is generally positive and we remain cautiously optimistic about business activity levels. Current markets are reflective of the impact of the dramatic decline in both crude oil and natural gas prices since the summer of 2008, resulting in a significant reduction in the number of land-based rigs operating in North America, which reached their peak in the fall of 2008. As a result of the weakening in commodity prices from their historic highs last summer, overall demand for exploration and production activity is expected to remain soft for the balance of 2009.

We estimate that our full-year 2009 diluted earnings per share from continuing operations will be within the range of \$2.40 to \$2.50.

**OPERATING RESULTS OF BUSINESS SEGMENTS
THREE MONTHS ENDED MARCH 31, 2009 AND 2008**

(In millions, except %)	Three Months Ended March 30,		Favorable/ (Unfavorable)	
	2009	2008	\$	%
Revenue				
Energy Production Systems	\$ 872.3	\$ 854.0	18.3	2.1
Energy Processing Systems	181.0	203.9	(22.9)	(11.2)
Other revenue and intercompany eliminations	(0.3)	(17.8)	17.5	*
Total revenue	<u>\$1,053.0</u>	<u>\$1,040.1</u>	<u>12.9</u>	<u>1.2</u>
Segment Operating Profit				
Energy Production Systems	\$ 104.4	\$ 95.0	9.4	9.9
Energy Processing Systems	28.5	39.2	(10.7)	(27.3)
Total segment operating profit	132.9	134.2	(1.3)	(1.0)
Corporate Items				
Corporate expense	(6.8)	(8.9)	2.1	23.6
Other revenue and other expense, net	(25.0)	(24.3)	(0.7)	(2.9)
Net interest income (expense)	(2.1)	—	(2.1)	*
Total corporate items	<u>(33.9)</u>	<u>(33.2)</u>	<u>(0.7)</u>	2.1
Income from continuing operations before income taxes	\$ 99.0	\$ 101.0	(2.0)	(2.0)
Provision for income taxes	27.7	32.6	4.9	15.0
Income from continuing operations	71.3	68.4	2.9	4.2
Income (loss) from discontinued operations, net of income taxes	(0.3)	13.1	(13.4)	*
Net income attributable to FMC Technologies, Inc.	<u>\$ 71.0</u>	<u>\$ 81.5</u>	<u>(10.5)</u>	<u>(12.9)</u>

* Not meaningful

Segment operating profit is defined as total segment revenue less segment operating expenses. The following items have been excluded in computing segment operating profit: corporate staff expense, interest income and expense associated with corporate investments and debt facilities, income taxes and other expense, net.

Energy Production Systems

Energy Production Systems' revenue in the first quarter of 2009 increased two percent, or \$18.3 million, compared to the same period in 2008. The increase was driven primarily by the conversion of a strong Subsea backlog to revenue in the first quarter of 2009.

Energy Production Systems' operating profit increased by \$9.4 million in the first quarter of 2009 compared to the same period in 2008. Gross margin improvements of \$8.5 million compared to 2008, primarily reflective of continued progress on more complex, higher-margin, subsea projects, accounted for the majority of the year-over-year change. Additionally, increased sales volume resulted in higher gross profit of \$2.3 million. SG&A increased slightly as a result of higher staff expenses, partially offsetting operating profit improvement.

Energy Processing Systems

Energy Processing Systems' revenue was \$22.9 million lower for the first quarter of 2009 compared to the same period in 2008. The decrease was driven primarily by reduced demand for fluid control products resulting from the deterioration of oil and gas prices and the consequential decline in the North American rig count.

Energy Processing Systems' operating profit in the first quarter of 2009 decreased by \$10.7 million compared to the same period in 2008, primarily reflecting the decline in product sales volumes.

Corporate Items

Our corporate items reduced earnings by \$33.9 million for the three months ended March 31, 2009, compared to \$33.2 million for the same period in 2008. The increase in expense primarily reflects additional employee stock-based compensation expense of \$5.6 million driven by the accelerated vesting of certain stock awards, in accordance with our stock-based compensation plan during the first quarter of 2009 and an increase in pension expense of \$4.2 million. To a lesser extent, we had increased interest expense of \$2.1 million as a result of higher average borrowings during the first three months of 2009, combined with higher compensation expense of \$1.6 million for company stock and investments held in an employee benefit trust for our non-qualified deferred compensation plan. These items were partially offset by the reduction in market losses of \$10.4 million on foreign currency forward contracts and the reduction of corporate staff expenses of \$2.1 million.

Inbound Orders and Order Backlog

Inbound orders represent the estimated sales value of confirmed customer orders received during the three months ended March 31, 2009, and the impact of translation on the previous quarter's backlog. Backlog translation positively affected orders by \$50.1 million and \$132.0 million for the three months ended March 31, 2009 and 2008, respectively.

(In millions)	Inbound Orders	
	Three Months Ended	
	March 31,	
	2009	2008
Energy Production Systems	\$614.3	\$ 913.1
Energy Processing Systems	146.5	257.8
Intercompany eliminations	(0.7)	(17.4)
Total inbound orders	<u>\$760.1</u>	<u>\$1,153.5</u>

Order backlog is calculated as the estimated sales value of unfilled, confirmed customer orders at the reporting date.

(In millions)	Order Backlog		
	March 31,	December 31,	March 31,
	2009	2008	2008
Energy Production Systems	\$3,087.0	\$ 3,345.0	\$4,221.7
Energy Processing Systems	278.7	313.2	384.5
Intercompany eliminations	(6.6)	(7.0)	(2.1)
Total order backlog	<u>\$3,359.1</u>	<u>\$ 3,651.2</u>	<u>\$4,604.1</u>

Energy Productions Systems' order backlog at March 31, 2009, decreased by \$258.0 million compared to year-end 2008, as new orders in the quarter did not fully replace the converted backlog. Backlog of \$3.1 billion at March 31, 2009 includes BP's Block 18; Petrobras' Cascade, Tambau and GLL-9; Shell's Gumusut; StatoilHydro's Ormen Lange Phase II, Vega, Asgard, and Gjoa; Total's Pazflor and Woodside's Pluto subsea projects.

Energy Processing Systems' order backlog at March 31, 2009, decreased by \$34.5 million compared to year-end 2008, and by \$105.8 million compared to March 31, 2008. The decrease resulted primarily from the drawdown on two significant projects in the material handling and loading systems businesses, and to a lesser extent, decreased demand for fluid control flowline products resulting from the deterioration of oil and gas prices, the weakening North American rig count and an uncertain economic outlook.

LIQUIDITY AND CAPITAL RESOURCES

We generate our capital resources primarily through operations, and when needed, through various credit facilities.

We were in a net debt position at March 31, 2009. Net debt is a non-GAAP measure reflecting debt, net of cash and cash equivalents. Management uses this non-GAAP measure to evaluate our capital structure and financial leverage. We believe that net debt is a meaningful measure of our financial leverage and will assist investors in understanding our results and recognizing underlying trends. This measure supplements disclosures required by GAAP. The following table provides details of the balance sheet classifications included in net debt.

(In millions)	March 31, 2009	December 31, 2008
Cash and cash equivalents	\$ 411.5	\$ 340.1
Short-term debt and current portion of long-term debt	(15.3)	(23.0)
Long-term debt, less current portion	(478.5)	(472.0)
Net debt	<u>\$ (82.3)</u>	<u>\$ (154.9)</u>

Our net debt decreased during the first quarter of 2009 primarily as a result of cash generated from operations, which more than offset the repurchases of our common stock of \$43.5 million and the capital expenditures of \$25.4 million.

Cash Flows

During the three months ended March 31, 2009, we generated \$145.3 million in cash flows from operating activities of continuing operations compared to \$149.2 million during the comparable prior-year period. The year-over-year reduction is due primarily to increased working capital, driven by the timing of payments to vendors and advance payments from customers, partially offset by the significant collection of accounts receivable during the first quarter of 2009. Our working capital balances can vary significantly depending on the payment and delivery terms on key contracts. Increased working capital investment was partially offset by improved profitability levels.

During the three months ended March 31, 2009, cash flows required by investing activities of continuing operations totaled \$24.3 million, primarily consisting of amounts required to fund capital expenditures of \$25.4 million. Capital expenditures decreased by \$17.6 million from the prior-year period, reflecting the lower spending on subsea capacity additions and offshore tooling and the completion of intervention assets for Energy Production Systems. The investments were offset by \$1.1 million in proceeds from the disposal of assets during the first three months of 2009 compared to \$1.3 million in the same period in 2008.

Cash required by financing activities of continuing operations was \$50.9 million for the three months ended March 31, 2009, compared to cash provided by financing activities of \$14.8 million for the three months ended March 31, 2008. We reduced our net borrowings by \$1.7 million for the three months ended March 31, 2009, compared to increased net borrowings of \$103.8 million for the comparable prior period. Under our share repurchase authorization program, we repurchased 1.5 million shares for \$43.5 million and 1.6 million shares for \$88.8 million for the three months ended March 31, 2009 and 2008, respectively. Additionally, we settled taxes withheld on equity compensation awards of \$6.5 million and \$16.3 million for the three months ended March 31, 2009 and 2008, respectively, related to stock awards that vested or were exercised.

Debt and Liquidity

The following is a summary of our credit facilities at March 31, 2009:

(In millions) Description	Amount	Debt Outstanding	Commercial Paper Outstanding	Letters of Credit	Unused Capacity	Maturity
			(a)			
Five-year committed revolving credit facility	\$600.0	\$ 422.0	\$ 44.0	\$26.9	\$107.1	December 2012
364-day revolving committed credit agreement	350.0	—	—	—	350.0	January 2010
One-year revolving credit facility	5.0	—	—	—	5.0	December 2009
	<u>\$955.0</u>	<u>\$ 422.0</u>	<u>\$ 44.0</u>	<u>\$26.9</u>	<u>\$462.1</u>	

- (a) Under our commercial paper program, we have the ability to access up to \$500.0 million of short-term financing through our commercial paper dealers. Our available capacity under our revolving credit facilities is reduced by any outstanding commercial paper.

Committed credit available under our five-year revolving credit facility maturing in December 2012 provides the ability to issue our commercial paper obligations on a long-term basis. We had \$44.0 million of commercial paper issued under this facility at March 31, 2009. Therefore, at March 31, 2009, as we had both the ability and intent to refinance these obligations on a long-term basis, our commercial paper borrowings were classified as long-term on the consolidated balance sheets.

Credit risk analysis

Valuations of derivative assets and liabilities reflect the value of the instruments including the values associated with counterparty risk. With the issuance of SFAS No. 157, these values must also take into account our credit standing, thus including in the valuation of the derivative instrument the value of the net credit differential between the counterparties to the derivative contract. Our methodology includes the impact of both counterparty and our own credit standing. Additional information about credit risk is incorporated herein by reference from Note 12 to our consolidated financial statements included in Item 1 of this Interim Report on Form 10-Q.

Outlook

We have historically generated our capital resources primarily through operations and, when needed, through credit facilities. In 2008, we witnessed volatility in the credit, equity and commodity markets. While this creates some degree of uncertainty for our business, management believes we have secured sufficient credit capacity to mitigate potential negative impacts on our operations. We expect to continue to meet our cash requirements with a combination of cash on hand, cash generated from operations and our credit facilities.

We are projecting to spend approximately \$120.0 million during 2009 for capital expenditures primarily for improvements to our manufacturing and service capabilities. We anticipate contributing approximately \$34.7 million to our pension plans in 2009. Further, we expect to continue our stock repurchases authorized by our Board, with the timing and amounts of these repurchases dependent upon market conditions and liquidity.

On January 13, 2009, we entered into a \$350 million 364-day revolving committed credit agreement. The new facility matures in January 2010. We now have combined committed bank lines totaling \$950.0 million that we expect to utilize if working capital temporarily increases in response to market demand, and when opportunities for business acquisitions or mergers meet our standards. We continue to evaluate acquisitions, divestitures and joint ventures in the ordinary course of business.

CRITICAL ACCOUNTING ESTIMATES

Refer to our Annual Report on Form 10-K for the year ended December 31, 2008, for a discussion of our critical accounting estimates. During the three months ended March 31, 2009, there were no material changes in our judgments and assumptions associated with the development of our critical accounting estimates.

RECENTLY ISSUED ACCOUNTING STANDARDS

In April 2009, the FASB issued FSP FAS No. 115-2 and No. 124-2, "Recognition and Presentation of Other-Than-Temporary Impairments." FSP SFAS No. 115-2 and SFAS No. 124-2 provides additional guidance designed to create greater clarity and consistency in accounting for and presenting impairment losses on securities. FSP SFAS No. 115-2 and SFAS No. 124-2 is effective for interim and annual reporting periods beginning after June 15, 2009 and is effective for us at June 30, 2009. We have not yet determined the impact, if any, that the FSP will have on our results of operations or financial position.

In April 2009, the FASB issued FSP No. 157-4, "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly." FSP No. 157-4 provides additional authoritative guidance to assist in determining whether a market is active or inactive, and whether a transaction is distressed. FSP No. 157-4 is effective for interim and annual reporting periods beginning after June 15, 2009 and is effective for us at June 30, 2009. We have not yet determined the impact, if any, that the FSP will have on our results of operations or financial position.

Management believes the impact of other recently issued accounting standards, which are not yet effective, will not have a material impact on our consolidated financial statements upon adoption.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in reported market risks from the information reported in our Annual Report on Form 10-K for the year ended December 31, 2008.

ITEM 4. CONTROLS AND PROCEDURES

Under the direction of our principal executive officer and principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of March 31, 2009. We have concluded that our disclosure controls and procedures were

- i) effective in ensuring that information required to be disclosed is recorded, processed, summarized and reported within time periods specified in the SEC's rules and forms; and
- ii) effective in ensuring that information required to be disclosed is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in controls identified in the evaluation for the quarter ended March 31, 2009, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There have been no material legal proceedings identified or material developments in existing legal proceedings noted during the three months ended March 31, 2009.

ITEM 1A. RISK FACTORS

As of the date of this filing, except as noted below, there have been no material changes in our Risk Factors as set forth in Item 1A to Part I of our Annual Report on Form 10-K for the year ended December 31, 2008.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

We had no unregistered sales of equity securities during the three months ended March 31, 2009. The following table summarizes repurchases of our common stock during the three months ended March 31, 2009.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs (b) (c)
January 1, 2009 – January 31, 2009	3,710	\$ 26.90	—	9,684,846
February 1, 2009 – February 28, 2009	—	\$ —	—	9,684,846
March 1, 2009 – March 31, 2009	1,553,470	\$ 28.29	1,537,800	8,147,046
Total	1,557,180	\$ 28.28	1,537,800	8,147,046

- (a) Represents 1,537,800 shares of common stock repurchased and held in treasury and 19,380 shares of common stock purchased and held in an employee benefit trust established for the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan. In addition to these shares purchased on the open market, we sold 11,690 shares of registered common stock held in this trust, as directed by the beneficiaries during the three months ended March 31, 2009.
- (b) In 2005, we announced a repurchase plan approved by our Board of Directors authorizing the repurchase of up to two million shares of our issued and outstanding common stock through open market purchases. The Board of Directors authorized extensions of this program, adding five million shares in February 2006 and eight million shares in February 2007 for a total of 15 million shares of common stock authorized for repurchase. As a result of the two-for-one stock split on August 31, 2007, the authorization was increased to 30 million shares. We repurchased 1,537,800 shares under the repurchase plan during the first quarter of 2009.
- (c) On July 12, 2008, the Board of Directors authorized the repurchase of \$95.0 million of our outstanding common stock in addition to the maximum number of shares remaining for purchase under our previously authorized plans. We completed the purchases under the \$95.0 million authorized plan in September 2008. Total shares of common stock purchased were 1,810,010. These shares have been reflected in the maximum number of shares that may yet be purchased under the plans or programs calculation.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS**(a) Exhibits**

Number in Exhibit Table	Description
3.1	Registrant's Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 3.1 to the Form S-1/A filed on April 4, 2001).
3.2	Registrant's Amended and Restated Bylaws
10.16	\$350,000,000 364-Day Credit Agreement dated January 13, 2009, between FMC Technologies, Inc. and Bank of America, N.A., as Administrative Agent (incorporated by reference from Exhibit 10.16 to the Form 8-K filed on January 15, 2009).
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a).
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a).
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.
(Registrant)

/s/ Jay A. Nutt

Jay A. Nutt
Controller and duly authorized officer

Date: May 5, 2009

EXHIBIT INDEX

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AMENDED AND RESTATED

BY-LAWS

OF

FMC TECHNOLOGIES, INC.

Incorporated under the Laws of the State of Delaware

As of February 27, 2009

ARTICLE I

OFFICES

SECTION 1.1. Principal Delaware Office. The principal office of the Corporation in the State of Delaware shall be in the City of Wilmington, County of New Castle, and the name and address of the Registered Agent in charge thereof shall be The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, State of Delaware.

SECTION 1.2. Other Offices. The Corporation may also have offices in such other places, both within and without the State of Delaware, as the Board of Directors from time to time may designate or the business of the Corporation may require.

ARTICLE II

CORPORATE SEAL

The corporate seal shall be circular in form, with the words "FMC Technologies, Inc." around the circumference thereof and with the words and figures "Corporate Seal, Delaware, 2000" in the center thereof (or substantially in such form).

ARTICLE III

STOCKHOLDERS

SECTION 3.1. Meetings of Stockholders.

(A) Annual Meetings. The annual meeting of the stockholders of the Corporation shall be held on such date and at such time as may be fixed by resolution of the Board of Directors. At the annual meeting stockholders shall elect Directors and transact such other business as properly may be brought before the meeting.

(B) Special Meetings. Subject to the rights of the holders of any series of stock having a preference over the Common Stock of the Corporation as to dividends or upon liquidation ("Preferred Stock") with respect to such series of Preferred Stock, special meetings of the stockholders may be called only by the Board of Directors pursuant to a resolution approved by a majority of the total number of directors which the Corporation would have if there were no vacancies (the "Whole Board").

(C) Place of Meetings. Unless otherwise directed by the Board of Directors, all meetings of the stockholders shall be held at the principal office of the Corporation.

(D) Notice of Meeting. Written or printed notice, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered by the Corporation not less than ten (10) days nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the stockholder at his or her address as it appears on the stock transfer books of the Corporation. Such further notice shall be given as may be required by law. Meetings may be held without notice if all stockholders entitled to vote are present, or if notice is waived by those not present in accordance with Article IX of these By-Laws. Any previously scheduled meeting of the stockholders may be postponed and any special meeting of the stockholders may be cancelled, by resolution of the Board of Directors upon public notice given prior to the date previously scheduled for such meeting of stockholders. Only such business shall be conducted at a special meeting of stockholders and shall have been brought before the meeting pursuant to the Corporation's notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors.

SECTION 3.2. Quorum of Stockholders; Adjournment; Required Vote.

(A) Quorum of Stockholders; Adjournment. Except as otherwise provided bylaw, by the Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") or by these By-Laws, the holders of a majority of the outstanding shares of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), present in person or represented by proxy, shall constitute a quorum at a meeting of the stockholders, except that when specified business is to be voted on by a class or series of stock voting as a class, the holders of a majority of the shares of such class or series shall constitute a quorum of such class or series for the transaction of such business. The presiding officer of the meeting or a majority of the shares so represented may adjourn the meeting from time to time, whether or not there is such a quorum. No notice of the time and place of adjourned meetings need be given except as required by

law. The stockholders present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

(B) Required Vote. When a quorum is present, the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter shall be the act of the stockholders, unless the matter to be acted upon is one upon which by express provision of law, Certificate of Incorporation or these By-Laws a larger or different vote is required, in which case such express provision shall govern and control the decision of such matter.

SECTION 3.3. Voting by Stockholders. Each stockholder of record entitled to vote at any meeting may do so in person or by proxy appointed by instrument in writing (or in such manner prescribed by the General Corporation Law of the State of Delaware), subscribed by such stockholder or his duly authorized attorney in fact, and filed with the Secretary.

SECTION 3.4. Notice of Stockholder Business and Nominations.

(A) Annual Meetings of Stockholders.

(1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (a) pursuant to the Corporation's notice of meeting, (b) by or at the direction of the Board of Directors or (c) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in this By-Law, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this By-Law.

(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A) (1) of this By-Law, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of adjournment of an annual meeting commence a new time period

for the giving of a stockholder, notice as described above. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Rule 14a-11 thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (b) as to any other business that the stock holder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner and (ii) the class and number of shares of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this By-Law to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased Board of Directors at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this By-Law shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the Corporation.

(B) Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (a) by or at the direction of the Board of Directors or (b) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this By-Law, who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this By-Law. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder may nominate a person or persons (as the case may be), for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (A)(2) of this By-Law shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the

120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment of a special meeting commence a new time period for the giving of a stockholder's notice as described above.

(C) General.

(1) Only such persons who are nominated in accordance with the procedures set forth in this By-Law shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this By-Law. Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, the Chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedure set forth in this By-Law and, if any proposed nomination or business is not in compliance with this By-Law, to declare that such defective proposal or nomination shall be disregarded.

(2) For purposes of this By-Law, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(3) Notwithstanding the foregoing provisions of this By-Law, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this By-Law. Nothing in this By-Law shall be deemed to affect any rights (i) of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock to elect directors under specified circumstances.

SECTION 3.5. Procedure for Election of Directors. Election of directors at all meetings of the stockholders at which directors are to be elected shall be by ballot.

SECTION 3.6. Inspectors of Elections: Opening and Closing the Polls. The Board of Directors by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents or representatives, to act at the meetings of stockholders and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of stockholders, the presiding officer of the meeting shall appoint one or more inspectors to

act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall have the duties prescribed by law. The presiding officer of the meeting shall fix and announce at the meeting the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting.

SECTION 3.7. Stockholder Action by Written Consent.

(A) Until such time as FMC Corporation and its affiliates cease to beneficially own 50 percent or more of the total voting power of all classes of outstanding capital stock of the Corporation entitled to vote generally in the election of directors (the "FMC Corporation Required Percentage"), any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding capital stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted.

(B) At such time as FMC Corporation and its affiliates cease to beneficially own the FMC Corporation Required Percentage, any action required or permitted to be taken by stockholders may be effected only at a duly called annual or special meeting of stockholders and may not be effected by a written consent or consents by stockholders in lieu of such a meeting.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 4.1. Number, Tenure and Qualifications. Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, the number of directors of the Corporation shall be fixed, and may be increased or decreased from time to time, exclusively by resolution approved by the affirmative vote of a majority of the Whole Board. The directors, other than those who may be elected by the holders of any outstanding series of Preferred Stock as set forth in the Certificate of Incorporation, shall be divided into three classes, as nearly equal in number as possible and designated Class I, Class II and Class III. Class I shall be initially elected for a term expiring at the annual meeting of stockholders to be held in 2002, Class II shall be initially elected for a term expiring at the annual meeting of stockholders to be held in 2003, and Class III shall be initially elected for a term expiring at the annual meeting of stockholders to be held in 2004. Members of each class shall hold office until their successors are elected and qualified. At each succeeding annual meeting of the stockholders of the Corporation, the successors of the class of directors whose term expires at that meeting shall be elected for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. In case of any

increase or decrease, from time to time, in the number of directors, other than those who may be elected by the holders of any outstanding series of Preferred Stock as set forth in the Certificate of Incorporation, the number of directors in each class shall be apportioned as nearly equal as possible.

SECTION 4.2. Removal of Directors. Subject to the rights of the holders of any series of Preferred Stock with respect to such series of 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 outstanding shares of Voting Stock, voting together as a single class.

SECTION 4.3. Vacancies on Board. Subject to applicable law and the rights of the holders of any series of Preferred Stock with respect to such series of 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 his or her successor shall be elected and qualified and, if the Board of Directors at such time is classified, until the next election of the class for which such director shall have been chosen. No decrease in the number of directors shall shorten the term of any incumbent director.

SECTION 4.4. Powers.

(A) General Powers. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws required to be exercised or done by the stockholders.

(B) Appointment of Committees. The Board of Directors may designate two or more of their number to constitute an Executive Committee, which Committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, including the power to appoint Assistant Secretaries and Assistant Treasurers, and to authorize the seal of the Corporation to be affixed to all papers which may require it. The Executive Committee may make rules for the calling, holding and conduct of its meetings and the keeping of records thereof.

The Board of Directors may also appoint other committees from their own number, the number (not less than two) composing such committees, and the powers conferred upon them, to be determined by such resolution or resolutions.

In the absence or disqualification of any member of the Executive Committee or any other committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Meetings of any Committee designated by the Board of Directors may be called by the Board of Directors or by the Chairman of the Committee at any time or place upon at least twenty-four (24) hours notice. One third of the members of a Committee, but not less than two members, shall constitute a quorum of a Committee for the transaction of business.

(C) Dividends. The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the Certificate of Incorporation.

SECTION 4.5. Meetings of Directors.

(A) Regular Meetings. Regular meetings of the Board of Directors shall be held at such place within or without the State of Delaware, and at such times, as the Board of Directors by vote may determine from time to time, and if so determined no notice thereof need be given. After each election of directors, the newly constituted Board of Directors shall meet without notice for the purpose of electing officers and transacting such other business as lawfully may come before it.

(B) Special Meetings. Special meetings of the Board of Directors may be held at any time or place, within or without the State of Delaware, whenever called by the Chairman of the Board, the President, the Chief Financial Officer, the Secretary or a majority of the whole Board of Directors.

(C) Notice of Meetings. Notice of any special meeting of directors shall be given to each director at his or her business or residence in writing by hand delivery, first-class or overnight mail or courier service, telegram or facsimile transmission, or orally by telephone. If mailed by first-class mail, such notice shall be deemed adequately delivered when deposited in the United States mails so addressed, with postage thereon prepaid, at least five (5) days before such meeting. If by telegram, overnight mail or courier service, such notice shall be deemed adequately delivered when the telegram is delivered to the telegraph company or the notice is delivered to the overnight mail or courier service company at least twenty-four (24) hours before such meeting. If by facsimile transmission, such notice shall be deemed adequately delivered when the notice is transmitted at least twelve (12) hours before such meeting. If by telephone or by hand delivery, the notice shall be given at least twelve (12) hours prior to the time set for the meeting. Such notice need not state the purposes of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, except for amendments to these By-Laws, as provided under Article X. A meeting may be held at any time without notice if all the directors are present or if those not present waive notice of the meeting in accordance with Article IX of these By Laws.

(D) Telephonic Meetings. Members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

(E) Action by Consent of Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

SECTION 4.6. Quorum of Directors. Subject to Section 4.3, a whole number of directors equal to a majority of the Whole Board shall constitute a quorum of the Board of Directors for the transaction of business, but a majority of directors present may adjourn the meeting from time to time until a quorum is present.

When a quorum is present at any meeting of directors, a majority of the members present thereat shall decide any question brought before such meeting, except as otherwise provided by law, the Certificate of Incorporation or these By-Laws.

ARTICLE V

BOOKS AND RECORDS

Unless otherwise required by the laws of Delaware, the books and records of the Corporation may be kept at the principal office of the Corporation, or at any other place or places inside or outside the State of Delaware, as the Board of Directors from time to time may designate.

ARTICLE VI

OFFICERS

SECTION 6.1. Number and Titles. The officers of the Corporation shall be a Chairman of the Board, a Chief Executive Officer, a President, one or more Vice Presidents, a Secretary, a Treasurer, and a Controller, all of whom shall be elected by the Board of Directors. The Board of Directors or the Chief Executive Officer may appoint such other officers, including one or more Vice Chairmen, Assistant Secretaries, Assistant Treasurers and Assistant Controllers as either of them shall deem necessary, who shall have such authority and perform such duties as may be prescribed in such appointment.

Any two or more offices, other than the offices of President and Secretary, may be held by the same person.

SECTION 6.2. Tenure of Office. Officers of the Corporation shall hold their respective offices at the pleasure of the Board of Directors and, in the case of officers who were appointed by the Executive Committee or by the Chief Executive Officer, also at the pleasure of such appointing authority.

SECTION 6.3. Duties of Officers.

(A) Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors, of the Executive Committee and of the stockholders of the Corporation. He shall perform such other duties as may from time-to-time be assigned to him by the Board of Directors.

(B) Chief Executive Officer. The Chief Executive Officer of the Corporation shall be in general charge and supervision of the affairs of the Corporation.

(C) Vice Chairman. The Vice Chairman shall perform such duties as from time-to-time may be assigned to him by the Chairman of the Board or the Chief Executive Officer of the Corporation.

(D) President. The President shall perform such duties as from time-to-time may be assigned to him by the Board of Directors or the Chief Executive Officer of the Corporation.

(E) Vice Presidents. Each Vice President shall have such powers and shall perform such duties as may be assigned to him by the senior officers of the Corporation or by the Board of Directors. The Board of Directors may designate one or more Vice Presidents as Executive Vice Presidents or Senior Vice Presidents, or make such other designations of Vice Presidents as it may deem appropriate.

(F) Secretary. The Secretary shall attend and record all proceedings of the meetings of the Board of Directors, the stockholders, and the Executive Committee; shall be custodian of the corporate seal and affix such seal to all documents requiring the same; shall cause to be maintained a stock transfer book, and a stock ledger, and such other books as the Board of Directors may direct; shall serve all notices required by law, or by these By-Laws, or by resolution of the Board of Directors; and shall perform such other duties as pertain to the office of Secretary, subject to the control of the Board of Directors.

(G) Assistant Secretaries. The Assistant Secretaries shall assist the Secretary in the performance of his duties, and shall perform such other duties as the Board of Directors or the Chief Executive Officer from time to time may prescribe. If at any time the Secretary shall be unable to act, an Assistant Secretary may perform his duties.

(H) Treasurer. The Treasurer shall perform all duties commonly incident to that office (including, but without limitation, the care and custody of the funds and securities of the Corporation which from time to time may come into his hands and the deposit of the funds of the Corporation in such banks or trust companies as the Board of Directors may authorize or direct) and, in addition, such other duties as the Board of Directors from time to time may prescribe.

(I) Assistant Treasurers. Assistant Treasurers shall assist the Treasurer in the performance of his duties, and shall discharge such other duties as the Board of Directors or the Chief Executive Officer from time to time may prescribe.

(J) Controller. The Controller shall be the principal accounting officer of the Corporation, and shall maintain adequate records of all assets, liabilities and transactions of the Corporation; and shall cause adequate audits of the Corporation's accounting records to be currently and regularly made; and shall perform such other duties as the Board of Directors from time to time may prescribe.

(K) Assistant Controllers. Assistant Controllers shall assist the Controller in performance of his duties, and shall discharge such other duties as the Board of Directors or the Chief Executive Officer from time to time may prescribe.

ARTICLE VII

STOCK CERTIFICATES

SECTION 7.1. Stock Certificates. Every holder of stock shall be entitled to have a certificate or certificates duly numbered, certifying the number and class of shares in the Corporation owned by him, in such form as may be prescribed by the Board of Directors. Each such certificate shall be signed in the name of the Corporation by the Chairman of the Board, the President or a Vice President, and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer. If any such certificate is countersigned (1) by a transfer agent other than the Corporation or its employee, or (2) by a registrar other than the Corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue. All certificates shall be countersigned and registered in such manner as the Board of Directors may from time to time prescribe and there shall be impressed thereon the seal of the Corporation or imprinted thereon a facsimile of such seal. Any transfer agent may countersign by facsimile signature.

No registrar of any stock of the Corporation appointed pursuant to this Section 7.1 shall be the Corporation or its employee.

SECTION 7.2. Lost Certificates. In the case of the loss, mutilation or destruction of a stock certificate, a duplicate certificate may be issued upon such terms and conditions as the Board of Directors from time to time may prescribe.

SECTION 7.3. Transfers of Stock. Transfer of shares of stock of the Corporation shall be made on the books of the Corporation only by the person named in the certificate evidencing such stock or by any attorney lawfully constituted in writing, and upon surrender and cancellation of such certificate, with duly executed assignment and power of transfer endorsed thereon or attached thereto, and with such proof of authenticity of the signatures and authority of the signatories as the Corporation or its agents may reasonably require, except that a new certificate may be issued in the name of an appropriate state officer or office, without the surrender of the former certificate for shares presumed abandoned under the provisions of applicable state escheat or abandoned property laws. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof, and accordingly is not bound to recognize any equitable or other claim or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly otherwise provided by the laws of the State of Delaware.

ARTICLE VIII

DEPOSITARIES AND CHECKS

Depositaries of the funds of the Corporation shall be designated by the Board of Directors; and all checks on such funds shall be signed by such officers or other employees of the Corporation as the Board of Directors from time to time may designate.

ARTICLE IX

WAIVER OF NOTICE

Any notice required to be given by law, by the certificate of incorporation, or by these By-Laws, may be waived by the person entitled thereto, either before or after the time stated in such notice. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the stockholders or the Board of Directors or committee thereof need be specified in any waiver of notice of such meeting.

ARTICLE X

AMENDMENT

These By-Laws may be altered, amended, or repealed at any meeting of the Board of Directors or of the stockholders, provided notice of the proposed change was given in the notice of the meeting and, in the case of a meeting of the Board of Directors, in a notice given not less than two days prior to the meeting; provided, however, that, in the case of amendments by the Board of Directors, notwithstanding any other provisions of

these By-Laws or any provision of law which might otherwise permit a lesser vote or no vote, the affirmative vote of a majority of the Whole Board shall be required to alter, amend or repeal any provision of these By-Laws; provided, further the case of amendments by stockholders, notwithstanding any other provisions of these By-Laws or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the capital stock of the Corporation required by law, the Certificate of Incorporation or these By-Laws, the affirmative vote of the holders of at least 80 percent of the voting power of all the then outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal any provision of these By-Laws.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

SECTION 11.1. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, claim or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 11.3 of this Article XI, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Article XI shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, such advances to be paid by the Corporation within 20 days after the receipt by the Corporation of a statement or statements from the claimant requesting such advance or advances from time to time; provided, however, that if the General Corporation Law of the State of Delaware requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in

which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article XI or otherwise. All rights to indemnification and advancement under this Article XI shall vest at the time a person becomes a director or officer. Any subsequent amendment to the indemnification and advancement of expenses rights in this Article XI may not adversely affect the rights of directors or officers with respect to events or actions occurring prior to the amendment.

SECTION 11.2. To obtain indemnification under this Article XI, a claimant shall submit to the Corporation a written request, including therein or therewith such documentation and information as is reasonably available to the claimant and is reasonably necessary to determine whether and to what extent the claimant is entitled to indemnification. Upon written request by a claimant for indemnification pursuant to the first sentence of this Section 11.2, a determination, if required by applicable law, with respect to the claimant's entitlement thereto shall be made as follows: (1) if requested by the claimant, by Independent Counsel (as hereinafter defined), or (2) if no request is made by the claimant for a determination by Independent Counsel, (i) by the Board of Directors by a majority vote of a quorum consisting of Disinterested Directors (as hereinafter defined), or (ii) if a quorum of the Board of Directors consisting of Disinterested Directors is not obtainable or, even if obtainable, such quorum of Disinterested Directors so directs, by Independent Counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to the claimant, or (iii) if a quorum of Disinterested Directors so directs, by the stockholders of the Corporation. In the event the determination of entitlement to indemnification is to be made by Independent Counsel at the request of the claimant, the Independent Counsel shall be selected by the Board of Directors unless there shall have occurred within two years prior to the date of the commencement of the action, suit or proceeding for which indemnification is claimed a "Change of Control", as defined in the FMC Technologies, Inc. Incentive Compensation and Stock Plan, in which case the Independent Counsel shall be selected by the claimant unless the claimant shall request that such selection be made by the Board of Directors. If it is so determined that the claimant is entitled to indemnification, payment to the claimant shall be made within 10 days after such determination.

SECTION 11.3. If a claim under Section 11.1 of this Article XI is not paid in full by the Corporation within thirty days after a written claim pursuant to Section 11.2 of this Article XI has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which

makes it permissible under the General Corporation Law of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, Independent Counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its Board of Directors, Independent Counsel or stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

SECTION 11.4. If a determination shall have been made pursuant to Section 11.2 of this Article XI that the claimant is entitled to indemnification, the Corporation shall be bound by such determination in any judicial proceeding commenced pursuant to Section 11.3 of this Article XI.

SECTION 11.5. The Corporation shall be precluded from asserting in any judicial proceeding commenced pursuant to Section 11.3 of this Article XI that the procedures and presumptions of this Article XI are not valid, binding and enforceable and shall stipulate in such proceeding that the Corporation is bound by all the provisions of this Article XI.

SECTION 11.6. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article XI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-Laws, agreement, vote of stockholders or Disinterested Directors or otherwise. No repeal or modification of this Article XI shall in any way diminish or adversely affect the rights of any director, officer, employee or agent of the Corporation hereunder in respect of any occurrence or matter arising prior to any such repeal or modification.

SECTION 11.7. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware. To the extent that the Corporation maintains any policy or policies providing such insurance, each such director or officer, and each such agent or employee to which rights to indemnification have been granted as provided in Section 11.8 of this Article XI, shall be covered by such policy or policies in accordance with its or their terms to the maximum extent of the coverage thereunder for any such director, officer, employee or agent.

SECTION 11.8. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the

Corporation the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent or class of employees or agents of the Corporation (including the heirs, executors, administrators or estate of each such person) to the fullest extent of the provisions of this Article XI with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

SECTION 11.9. If any provision or provisions of this Article XI shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (1) the validity, legality and enforceability of the remaining provisions of this Article XI (including, without limitation, each portion of any paragraph of this Article XI containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (2) to the fullest extent possible, the provisions of this Article XI (including, without limitation, each such portion of any paragraph of this Article XI containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

SECTION 11.10. For purposes of this Article XI:

(a) "Disinterested Director" means a director of the Corporation who is not and was not a party to the matter in respect of which indemnification is sought by the claimant.

(b) "Independent Counsel" means a law firm, a member of a law firm, or an independent practitioner, that is experienced in matters of corporation law and shall include any person who, under the applicable standards of professional conduct then prevailing, would not have a conflict of interest in representing either the Corporation or the claimant in an action to determine the claimant's rights under this Article XI.

SECTION 11.11. Any notice, request or other communication required or permitted to be given to the Corporation under this Article XI shall be in writing and either delivered in person or sent by telecopy, telex, telegram, overnight mail or courier service, or certified or registered mail, postage prepaid, return receipt requested, to the Secretary of the Corporation and shall be effective only upon receipt by the Secretary.

Last Amended on December 12, 2008

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Peter D. Kinnear, certify that:

1. I have reviewed this quarterly report on Form 10-Q of FMC Technologies, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 5, 2009

/s/ Peter D. Kinnear

Peter D. Kinnear
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

CHIEF FINANCIAL OFFICER CERTIFICATION

I, William H. Schumann, III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of FMC Technologies, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 5, 2009

/s/ William H. Schumann, III

William H. Schumann, III
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Certification
of
Chief Executive Officer
Pursuant to 18 U.S.C. 1350
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

I, Peter D. Kinnear, Chairman, President and Chief Executive Officer of FMC Technologies, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended March 31, 2009, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2009

/s/ Peter D. Kinnear

Peter D. Kinnear
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

Certification
of
Chief Financial Officer
Pursuant to 18 U.S.C. 1350
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

I, William H. Schumann, III, Executive Vice President and Chief Financial Officer of FMC Technologies, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended March 31, 2009, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2009

/s/ William H. Schumann, III
William H. Schumann, III
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)