

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>SCHUMANN WILLIAM H</b>  (Last) (First) (Middle) <b>200 EAST RANDOLPH DRIVE</b>  (Street) <b>CHICAGO IL 60601</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>FMC TECHNOLOGIES INC [ FTI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP and Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/09/2004</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2004	02/09/2004	S		322	D	\$24.81	50,768.75	D	
Common Stock	02/09/2004	02/09/2004	S		14,900	D	\$24.77	35,868.75	D	
Common Stock	02/09/2004	02/09/2004	I		7,411.53	D	\$24.84	0.00	I	By Qualified 401(k) Plan

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Phantom Stock Units	\$0.00 <sup>(1)</sup>	02/09/2004	02/09/2004	I			56,031.15 <sup>(2)</sup>	(3)	(3)	Common Stock	0.00	\$3.36 <sup>(4)</sup>	0.00	D	

**Explanation of Responses:**

- N/A
- A participant's interest in the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan (NQ Plan) is represented in units (referred to as Phantom Stock Units) which consist of phantom shares of FMC Technologies, Inc. Common Stock and uninvested cash balances held by the NQ Plan for administrative convenience.
- Phantom Stock Units are payable in cash following termination or retirement of the reporting person's employment with FMC Technologies, Inc., or death.
- Denotes Unit Price

**Remarks:**

By: By: Jeffrey W. Carr 02/10/2004

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.