

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* <u>KINNEAR PETER D</u>  (Last) (First) (Middle) 1803 GEARS ROAD  (Street) HOUSTON TX 77067  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FMC TECHNOLOGIES INC [ FTI ]</u>	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) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2004		M		17,972	A	\$13.84	91,634	D	
Common Stock	12/13/2004		S		1,172	D	\$31.92	90,462	D	
Common Stock	12/13/2004		S		800	D	\$31.91	89,662	D	
Common Stock	12/13/2004		S		300	D	\$31.9	89,362	D	
Common Stock	12/13/2004		S		300	D	\$31.89	89,062	D	
Common Stock	12/13/2004		S		200	D	\$31.88	88,862	D	
Common Stock	12/13/2004		S		600	D	\$31.84	88,262	D	
Common Stock	12/13/2004		S		100	D	\$31.83	88,162	D	
Common Stock	12/13/2004		S		1,900	D	\$31.82	86,262	D	
Common Stock	12/13/2004		S		200	D	\$31.8	86,062	D	
Common Stock	12/13/2004		S		1,200	D	\$31.81	84,862	D	
Common Stock	12/13/2004		S		1,700	D	\$31.79	83,162	D	
Common Stock	12/13/2004		S		700	D	\$31.77	82,462	D	
Common Stock	12/13/2004		S		3,700	D	\$31.76	78,762	D	
Common Stock	12/13/2004		S		1,000	D	\$31.78	77,762	D	
Common Stock	12/13/2004		S		4,100	D	\$31.75	73,662	D	

**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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$13.84	12/13/2004		M			17,972	01/02/2003	02/10/2010	Common Stock	17,972	\$0	5,900	D	

Explanation of Responses:

Remarks:

By: James L. Marvin      12/14/2004

\*\* 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.