
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

October 4, 2007

FMC Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-16489

36-4412642

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1803 Gears Road, Houston, Texas

77067

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(281) 591-4000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On October 5, 2007, the Board of Directors of FMC Technologies, Inc. (the "Company") approved the recommendation of its Compensation Committee, based on its review of a market compensation analysis of director compensation in major industrial companies and in the oilfield services industry, to increase the targeted value of non-retainer equity grants for non-employee directors under the Company's Incentive Compensation and Stock Plan. Effective January 1, 2008, compensation for the Company's non-employee directors will consist of the following:

Annual Retainer \$ 50,000*
Annual Audit Committee Chairman Fee \$ 12,000
Annual Compensation Committee Chairman Fee \$ 10,000
Annual Nominating and Governance Committee Chairman Fee \$ 8,000
Board Meeting Fee \$ 1,750 per meeting
Committee Meeting Fee \$ 2,000 per meeting
Annual Non-Retainer Equity Grant Value \$ 170,000**

*Each director will receive at least \$25,000 of the annual retainer in restricted stock units and may elect to receive the remainder in cash, payable in quarterly installments. Each director will have the option of deferring the cash portion of the annual retainer and receiving it in the form of restricted stock units.

**Restricted stock unit grant awarded in May of each year.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Compensatory Plan Amendment

On October 4, 2007, the Compensation Committee of the Board of Directors of the Company voted to amend Section 16 of the Company's Incentive Compensation and Stock Plan (the "Plan") to include the Committee's ability to claw back certain executive compensation if the Company's financial statements are restated as a result of errors, omissions or fraud. The Seventh Amendment to the Plan states that in the event that the Company's financial statements are restated as a result of errors, omissions or fraud, and to the extent an award exceeds what would otherwise have been awarded based on the restated financial results, the Compensation Committee, in good faith, may cancel any outstanding award granted to the Company's Section 16 officers and if the restatement occurs after the exercise or payment of such award, the Section 16 officer may be required to repay to the Company any gain realized or payment received upon the exercise or payment of such award. The Seventh Amendment to the FMC Technologies Inc. Incentive Compensation and Stock Plan is filed as Exhibit 10.4.o hereto.

Item 9.01 Financial Statements and Exhibits.

Exhibits

10.4.o Seventh Amendment to the FMC Technologies Inc. Incentive Compensation and Stock Plan

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SIGNATURES

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 hereunto duly authorized.

FMC Technologies, Inc.

October 11, 2007

By: */s/ William H. Schumann, III*

Name: William H. Schumann, III

Title: Executive Vice President and Chief Financial Officer

Exhibit Index

Exhibit No.	Description
10.4.o	Seventh Amendment to the FMC Technologies Inc. Incentive Compensation and Stock Plan

**SEVENTH AMENDMENT
TO THE
FMC TECHNOLOGIES INC.
INCENTIVE COMPENSATION AND STOCK AGREEMENT**

WHEREAS, FMC Technologies, Inc. (the Company”) maintains the FMC Technologies Inc. Incentive Compensation and Stock Plan; and

WHEREAS, the Company now deems necessary and desirable to amend the Plan to include a clawback provision in the event the Company’s financial statements are restated because of errors, omissions or fraud;

NOW, THEREFORE, by virtue of the authority reserved to the Board of Directors of the Company by Section 17 of the Plan, the Plan is hereby amended effective as of October 4, 2007 as follows:

The text of Section 16, FORFEITURE OF AWARDS, is hereby amended to read as follows:

“Notwithstanding anything in the Plan to the contrary, the Committee may, in the event of serious misconduct by a participant (including, without limitation, any misconduct prejudicial to or in conflict with the Company or its Affiliates, or any Termination of Employment for Cause), or any activity of a participant in competition with the business of the Company or any Affiliate, (a) cancel any outstanding Award granted to such participant, in whole or in part, whether or not vested or deferred, and/or (b) if such conduct or activity occurs within one year following the exercise or payment of an Award, require such participant to repay to the Company any gain realized or payment received upon the exercise or payment of such Award (with such gain or payment valued as of the date of exercise or payment). Additionally, in the event the Company’s financial statements are restated as a result of errors, omissions or fraud, the Committee may, in good faith and to the extent an Award exceeds what would otherwise have been awarded based on the restated financial results, (a) cancel any outstanding Award granted, in whole or in part, whether or not vested or deferred, to officers of the Company who are identified as being subject to Section 16 of the Securities and Exchange Act of 1934 (Section 16 Officers), and/or (b) if such restatement occurs after the exercise or payment of such Award, require such Section 16 Officer to repay to the Company any gain realized or payment received upon the exercise or payment of such Award (with such gain or payment valued as of the date of exercise or payment). Cancellations and repayment obligations will be effective as of the date specified by the Committee. Any repayment obligation may be satisfied in Common Stock or cash or a combination thereof (based upon the Fair Market Value of Common Stock on the day of payment), and the Committee may provide for an offset to any future payments owed by the Company or any Affiliate to the participant if necessary to satisfy the repayment obligation. The determination of whether a participant has engaged in a serious breach of conduct or any activity in competition with the business of the Company or any Affiliate will be made by the Committee in good faith. This Section 16 will have no application following a Change in Control.”