

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* <u>Bhatia Sanjay</u> (Last) (First) (Middle) 5875 NORTH SAM HOUSTON PARKWAY WEST (Street) HOUSTON TX 77086 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FMC TECHNOLOGIES INC [FTI]	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) VP, Corporate Development
	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2017	
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	01/12/2017		A		14,236	A	\$36	56,827	D	
Common Stock	01/12/2017		F		11,204	D	\$36	45,623	D	
Common Stock	01/17/2017		J ⁽¹⁾		45,623	D	\$0 ⁽¹⁾	0.0000	D	
Common Stock	01/17/2017		J ⁽¹⁾		2,700.4444	D	\$0 ⁽¹⁾	0.0000	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						Title
Phantom Stock Units	(2)	01/12/2017		A		477.981		(3)	(3)	Common Stock ⁽⁴⁾	477.981	\$18.81	8,132.905	D	
Phantom Stock Units	(5)	01/17/2017		J ⁽⁵⁾			8,132.905	(5)	(5)	Common Stock	8,132.905	(5)	0.0000	D	

Explanation of Responses:

- Pursuant to the Business Combination Agreement, dated as of June 14, 2016 (the "Business Combination Agreement") by and among TechnipFMC plc ("TechnipFMC"), FMC Technologies, Inc. ("FMCTI") and Technip S.A. ("Technip"), each ordinary share of FMCTI beneficially owned by the Reporting Person at the effective time of the transaction contemplated by the Business Combination Agreement will be exchanged for 1.00 ordinary share of TechnipFMC.
- N/A
- Phantom Stock Units are payable in cash following termination or retirement of the reporting person's employment with FMC Technologies, Inc., or death.
- A participant's interest in the 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.
- Pursuant to the Business Combination Agreement, the FMCTI Phantom Stock Units will be converted into an equal number of units consisting of phantom shares over an equal number of ordinary shares of TechnipFMC and uninvested cash balances held by the NQ Plan.

Lisa P. Wang, Attorney-In-Fact 01/17/2017

** 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.

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