

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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*<br><b>NETHERLAND JOSEPH H</b><br><br>(Last) (First) (Middle)<br><b>1803 GEARS ROAD</b><br><br>(Street)<br><b>HOUSTON TX 77067</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>FMC TECHNOLOGIES INC [ FTI ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>CEO &amp; Chairman of Board</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>10/26/2006</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                    | 10/26/2006                           |  | M                              |   | 50,000  | A          | \$20    | 358,101   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 100   | D          | \$60.75 | 358,001   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 100   | D          | \$60.68 | 357,901   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 100   | D          | \$60.64 | 357,801   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 100   | D          | \$61.01 | 357,701   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 100   | D          | \$60.53 | 357,601   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 100   | D          | \$60.5  | 357,501   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 100   | D          | \$60.95 | 357,401   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 133   | D          | \$60.74 | 357,268   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 200   | D          | \$60.62 | 357,068   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 200   | D          | \$60.84 | 356,868   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 200   | D          | \$60.66 | 356,668   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 200   | D          | \$60.8  | 356,468   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 300   | D          | \$60.72 | 356,168   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 300   | D          | \$60.59 | 355,868   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 300   | D          | \$60.51 | 355,568   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 400   | D          | \$60.67 | 355,168   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 400   | D          | \$60.83 | 354,768   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 400   | D          | \$60.94 | 354,368   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 500   | D          | \$61    | 353,868   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 500   | D          | \$60.69 | 353,368   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 500   | D          | \$60.76 | 352,868   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 700   | D          | \$60.82 | 352,168   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 700   | D          | \$60.86 | 351,468   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 767   | D          | \$60.77 | 350,701   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 900   | D          | \$60.79 | 349,801   | D  |   |

**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                    | 10/26/2006                           |  | S                              |   | 900   | D          | \$60.85 | 348,901   | D  |   |
| Common Stock                    | 10/26/2006                           |  | S                              |   | 900   | D          | \$60.7  | 348,001   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 782.1434  | 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 |
| Employee Stock Option (right to buy)       | \$20   | 10/26/2006                           |  | M                              |   |  | 50,000 | 01/02/2004   | 02/15/2011      | Common Stock  | 50,000                                     | \$0  | 135,000   | D  |       |

**Explanation of Responses:**

**Remarks:**

This is the first of four forms to report the October 26, 2006 stock transactions for Mr. Netherland. The maximum number of transactions (30) has been included on this form.

By: James L. Marvin,  
attorney-in-fact

10/30/2006

\*\* 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.**