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

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2008

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from ______ to ______

Commission File Number 1-16489

FMC Technologies, Inc.
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**36-4412642** **(I.R.S. Employer Identification No.)**
1803 Gears Road, Houston, Texas **(Address of principal executive offices)**	**77067** **(Zip code)**

(281) 591-4000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 31, 2008
Common Stock, par value $0.01 per share	**127,417,356**

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FMC Technologies, Inc. and Consolidated Subsidiaries
Consolidated Statements of Income (Unaudited)

(In millions, except per share data)

	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
Revenue	$1,454.4	$1,149.0	$2,748.5	$2,129.9
Costs and expenses:				
Cost of sales	1,140.0	915.2	2,176.8	1,685.0
Selling, general and administrative expense	137.1	110.7	256.7	214.2
Research and development expense	17.1	13.9	32.5	29.2
Total costs and expenses	1,294.2	1,039.8	2,466.0	1,928.4
Other income (expense), net	(1.4)	1.0	(3.4)	2.8
Minority interests	(0.5)	0.2	(1.0)	(0.4)
Income before net interest expense and income taxes	158.3	110.4	278.1	203.9
Net interest income (expense)	0.1	(3.7)	0.1	(5.6)
Income from continuing operations before income taxes	158.4	106.7	278.2	198.3
Provision for income taxes	52.6	33.7	91.2	63.1
Income from continuing operations	105.8	73.0	187.0	135.2
Income (loss) from discontinued operations, net of income taxes	—	(0.2)	0.3	(1.1)
Net income	$ 105.8	$ 72.8	$ 187.3	$ 134.1
Basic earnings per share (Note 2):				
Income from continuing operations	$ 0.82	$ 0.56	$ 1.45	$ 1.02
Income (loss) from discontinued operations	—	—	—	(0.01)
Basic earnings per share	$ 0.82	$ 0.56	$ 1.45	$ 1.01
Diluted earnings per share (Note 2):				
Income from continuing operations	$ 0.81	$ 0.55	$ 1.43	$ 1.00
Income (loss) from discontinued operations	—	—	—	(0.01)
Diluted earnings per share	$ 0.81	$ 0.55	$ 1.43	$ 0.99
Weighted average shares outstanding (Note 2):				
Basic	128.4	130.2	129.3	132.4
Diluted	130.4	132.8	131.2	134.9

The accompanying notes are an integral part of the consolidated financial statements.

FMC Technologies, Inc. and Consolidated Subsidiaries
Consolidated Balance Sheets

(In millions, except shares data)

	June 30, 2008 (Unaudited)	December 31, 2007
Assets		
Current assets:		
Cash and cash equivalents	$ 278.2	$ 129.5
Trade receivables, net of allowances of $9.3 in 2008 and $9.0 in 2007	985.5	956.6
Inventories (Note 3)	782.2	675.2
Derivative financial instruments (Note 4)	381.4	159.2
Prepaid expenses	35.5	23.2
Other current assets	205.8	157.9
Assets of discontinued operations	2.5	2.4
Total current assets	2,671.1	2,104.0
Investments	36.7	33.6
Property, plant and equipment, net of accumulated depreciation of $588.1 in 2008 and $557.1 in 2007	647.8	579.1
Goodwill	180.7	172.6
Intangible assets, net	99.3	100.8
Deferred income taxes	62.0	67.8
Other assets	201.7	153.2
Total assets	$ 3,899.3	$ 3,211.1
Liabilities and stockholders' equity		
Current liabilities:		
Short-term debt and current portion of long-term debt	$ 12.8	$ 7.2
Accounts payable, trade and other	567.0	504.3
Advance payments and progress billings	839.4	766.8
Derivative financial instruments (Note 4)	257.7	110.0
Other current liabilities	303.5	291.6
Income taxes payable	—	55.8
Current portion of accrued pension and other postretirement benefits	13.4	15.1
Deferred income taxes	102.9	31.1
Liabilities of discontinued operations	2.5	3.3
Total current liabilities	2,099.2	1,785.2
Long-term debt, less current portion (Note 6)	303.0	112.2
Accrued pension and other postretirement benefits, less current portion	105.5	92.4
Other liabilities	241.4	192.0
Minority interests in consolidated companies	8.6	7.6
Commitments and contingent liabilities (Note 12)		
Stockholders' equity (Note 10):		
Preferred stock, $0.01 par value, 12.0 shares authorized; no shares issued in 2008 or 2007	—	—
Common stock, $0.01 par value, 195.0 shares authorized; 143.2 shares issued in 2008 and 2007; 127.7 and 129.3 shares outstanding in 2008 and 2007, respectively	1.4	1.4
Common stock held in employee benefit trust, at cost; 0.1 and 0.2 shares outstanding in 2008 and 2007, respectively	(1.4)	(5.4)
Common stock held in treasury, at cost; 15.4 and 13.7 shares in 2008 and 2007, respectively	(555.4)	(422.7)
Capital in excess of par value of common stock	711.2	724.0
Retained earnings	958.9	771.6
Accumulated other comprehensive income (loss)	26.9	(47.2)
Total stockholders' equity	1,141.6	1,021.7
Total liabilities and stockholders' equity	$ 3,899.3	$ 3,211.1

The accompanying notes are an integral part of the consolidated financial statements.

FMC Technologies, Inc. and Consolidated Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)

(In millions)

	Six Months Ended June 30,	
	2008	2007
Cash provided (required) by operating activities of continuing operations:		
Net income	$ 187.3	$ 134.1
(Income) loss from discontinued operations, net of tax	(0.3)	1.1
Income from continuing operations	187.0	135.2
Adjustments to reconcile net income to cash provided (required) by operating activities of continuing operations:		
Depreciation	38.0	30.6
Amortization	7.7	9.6
Employee benefit plan costs	36.0	30.1
Deferred income tax provision	49.9	5.4
Unrealized loss (gain) on derivative instruments	4.5	(9.2)
Net loss (gain) on disposal of assets	0.2	(2.8)
Other	7.9	5.3
Changes in operating assets and liabilities, net of effects of acquisitions:		
Trade receivables, net	4.7	(69.2)
Inventories	(94.8)	(102.3)
Accounts payable, trade and other	27.5	20.6
Advance payments and progress billings	32.8	161.6
Other assets and liabilities, net	(45.3)	(70.7)
Income taxes payable	(65.5)	(8.3)
Accrued pension and other postretirement benefits, net	(8.4)	(8.1)
Cash provided by operating activities of continuing operations	182.2	127.8
Net cash provided (required) by discontinued operations – operating	(2.3)	3.1
Cash provided by operating activities	179.9	130.9
Cash provided (required) by investing activities:		
Capital expenditures	(90.5)	(71.2)
Acquisitions	—	(44.9)
Proceeds from disposal of assets	1.6	63.6
Cash required by investing activities of continuing operations	(88.9)	(52.5)
Cash provided by discontinued operations – investing	0.7	—
Cash required by investing activities	(88.2)	(52.5)
Cash provided (required) by financing activities:		
Net increase in short-term debt and current portion of long-term debt	5.5	69.6
Net increase in commercial paper	191.0	137.8
Proceeds from issuance (repayment) of long-term debt	(0.2)	6.9
Proceeds from exercise of stock options	4.5	6.9
Purchase of treasury stock	(169.8)	(224.1)
Excess tax benefits	20.9	9.3
Other	—	0.3
Cash provided by financing activities	51.9	6.7
Effect of exchange rate changes on cash and cash equivalents	5.1	2.8
Increase in cash and cash equivalents	148.7	87.9
Cash and cash equivalents, beginning of period	129.5	79.5
Cash and cash equivalents, end of period	$ 278.2	$ 167.4

The accompanying notes are an integral part of the consolidated financial statements.

FMC Technologies, Inc. and Consolidated Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

Note 1: Basis of Presentation

The following (a) condensed balance sheet as of December 31, 2007, which has been derived from audited financial statements, and (b) unaudited interim condensed financial statements, and notes thereto (the "statements"), of FMC Technologies, Inc. and its consolidated subsidiaries ("FMC Technologies") have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. As permitted under those rules, certain footnotes or other financial information that are normally required by United States generally accepted accounting principles can be condensed or omitted. Therefore, these statements should be read in conjunction with the audited consolidated financial statements, and notes thereto, which are included in our Annual Report on Form 10-K for the year ended December 31, 2007.

In the opinion of management, the statements reflect all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of our financial condition and operating results as of and for the periods presented. Revenue, expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these statements may not be representative of those for the full year. Certain reclassifications have been made to prior period amounts to conform to the current period's presentation. In 2007, we incurred unrealized gains and losses on the interest rate component of currency forwards, which we classified in cost of sales. We reclassified the net unrealized gains related to revenue contracts of $8.0 million and $14.0 million for the three and six months ended June 30, 2007, respectively, from cost of sales to revenue. The unrealized gains in revenue are presented as other revenue in the business segment disclosure.

Note 2: Earnings Per Share ("EPS")

The following schedule is a reconciliation of the basic and diluted EPS computations:

(In millions, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Basic earnings per share:				
Income from continuing operations	$ 105.8	$ 73.0	$187.0	$135.2
Weighted average number of shares outstanding	128.4	130.2	129.3	132.4
Basic earnings per share from continuing operations	$ 0.82	$ 0.56	$ 1.45	$ 1.02
Diluted earnings per share:				
Income from continuing operations	$ 105.8	$ 73.0	$187.0	$135.2
Weighted average number of shares outstanding	128.4	130.2	129.3	132.4
Effect of dilutive securities:				
Options on common stock	0.5	1.2	0.5	1.2
Restricted stock	1.5	1.4	1.4	1.3
Total shares and dilutive securities	130.4	132.8	131.2	134.9
Diluted earnings per share from continuing operations	$ 0.81	$ 0.55	$ 1.43	$ 1.00

Note 3: Inventories

Inventories consisted of the following:

(In millions)	June 30, 2008	December 31, 2007
Raw materials	$ 238.9	$ 198.7
Work in process	185.6	148.2
Finished goods	542.8	497.3
Gross inventories before LIFO reserves and valuation adjustments	967.3	844.2
LIFO reserves and valuation adjustments	(185.1)	(169.0)
Net inventories	$ 782.2	$ 675.2

Note 4: Derivative Financial Instruments

The following table of all outstanding derivative instruments is based on estimated fair value amounts that have been determined using available market information and commonly accepted valuation methodologies. Accordingly, the estimates presented may not be indicative of the amounts that we would realize in a current market exchange and do not represent potential gains or losses on these agreements.

	June 30, 2008		December 31, 2007	
(In millions)	Short Term	Long Term	Short Term	Long Term
Assets	$381.4	$148.7	$159.2	$106.0
Liabilities	$257.7	$126.8	$110.0	$ 72.0

The portion of cash flow hedges excluded from the assessment of hedge effectiveness was a gain of $11.2 million and a loss of $2.4 million for the three and six month periods ended June 30, 2008, respectively. Net gains of $5.2 million and $9.3 million were reported for the three and six month periods ending June 30, 2007, respectively. Gains and losses are recorded in revenue and cost of sales based on the transaction hedged on the consolidated statements of income and are reported in other revenue in the recognition of segment operating profit to income before income taxes.

Gains and losses related to discontinued hedging relationships were losses of $13.0 million and $14.2 million for the three and six month periods ended June 30, 2008, respectively. For the three and six month periods ended June 30, 2007, net gains of $4.9 million and $6.6 million were reported, respectively. These gains and losses are recorded in cost of sales on the consolidated statements of income and in segment operating profit in the reconciliation of segment operating profit to income before income taxes.

Cash flow hedges of forecasted transactions, net of tax, resulted in accumulated other comprehensive income of $60.3 million, and $30.3 million at June 30, 2008 and December 31, 2007, respectively. We expect to transfer approximately $46.1 million of that amount to earnings during the next 12 months when the forecasted transactions actually occur. All forecasted transactions currently being hedged are expected to occur by 2012.

The gains and losses, net of remeasurement of assets and liabilities, recorded in earnings for instruments not designated as hedging instruments were a gain of $1.1 million, and a loss of $0.8 million for the three and six month periods ending June 30, 2008, respectively. The gains and losses were immaterial for the three and six month periods ended June 30, 2007, respectively. The gains and losses are recorded in other income (expense), net on the consolidated statements of income and in other expense, net in the reconciliation of segment operating profit to income before income taxes.

Note 5: Income Taxes

As of June 30, 2008 we had gross unrecognized tax benefits of $22.0 million. This amount did not change materially during the current quarter. Our U.S. federal income tax returns for our 2004 and 2005 tax years are under examination by the Internal Revenue Service ("IRS"). In conjunction with this examination, in July 2008 the IRS proposed adjustments to such years' taxable income, primarily related to our treatment of intercompany transfer pricing. The company is evaluating alternative responses to these proposed adjustments and the ultimate outcome of this matter is uncertain. However, management believes we are adequately reserved for this matter as of June 30, 2008.

It is reasonably possible that within twelve months, unrecognized tax benefits related to certain tax reporting positions taken in prior periods could decrease by up to $20.8 million due to the resolution of these and other tax matters under current examination.

Note 6: Debt

Long-term debt—Long-term debt consisted of the following:

(In millions)	June 30, 2008	December 31, 2007
Commercial paper (1)	$294.0	$ 103.0
Property financing	8.7	8.9
Other	0.7	0.7
Total long-term debt	303.4	112.6
Less: current portion	(0.4)	(0.4)
Long-term debt, less current portion	$303.0	$ 112.2

(1) Committed credit available under our five-year revolving credit facility maturing in December 2012 provided the ability to refinance our commercial paper obligations on a long-term basis. Therefore, at June 30, 2008, as we have both the ability and intent to refinance these obligations on a long-term basis, our commercial paper borrowings were classified as long-term on the consolidated balance sheet. Commercial paper borrowings as of June 30, 2008 had an average interest rate of 3.0%.

Note 7: Warranty Obligations

We provide warranties of various lengths and terms to certain of our customers based on standard terms and conditions and negotiated agreements. We provide for the estimated cost of warranties at the time revenue is recognized for products where reliable, historical experience of warranty claims and costs exists. We also provide warranty liability when additional specific obligations are identified. The obligation reflected in other current liabilities in the consolidated balance sheets is based on historical experience by product and considers failure rates and the related costs in correcting a product failure. Warranty cost and accrual information is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2008	2007	2008	2007
Balance at beginning of period	$ 26.8	$ 14.5	$ 25.0	$ 18.6
Expense for new warranties	8.2	7.8	14.6	11.9
Adjustments to existing accruals	(0.2)	(0.2)	0.1	(1.5)
Claims paid	(6.0)	(4.9)	(10.9)	(11.8)
Balance at end of period	$ 28.8	$ 17.2	$ 28.8	$ 17.2

Note 8: Pension and Other Postretirement Benefits

The components of net periodic benefit cost were as follows:

	Pension Benefits			
	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2008	2007	2008	2007
Service cost	$ 11.1	$ 9.5	$ 22.1	$ 19.1
Interest cost	13.8	12.1	27.5	24.1
Expected return on plan assets	(17.6)	(15.3)	(35.2)	(30.8)
Amortization of transition asset	(0.2)	(0.2)	(0.3)	(0.3)
Amortization of prior service cost	0.1	0.1	0.2	0.2
Amortization of actuarial losses, net	1.3	2.3	2.6	4.7
Net periodic benefit cost	$ 8.5	$ 8.5	$ 16.9	$ 17.0

	Other Postretirement Benefits			
	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2008	2007	2008	2007
Service cost	$ 0.1	$ 0.1	$ 0.1	$ 0.2
Interest cost	0.3	0.3	0.6	0.6
Amortization of prior service benefit	(0.6)	(0.7)	(1.2)	(1.3)
Net periodic benefit income	$ (0.2)	$ (0.3)	$ (0.5)	$ (0.5)

Note 9: Stock-Based Compensation

We sponsor a stock-based compensation plan and have granted awards primarily in the form of nonvested stock awards (also known as restricted stock in the plan document). We recognize compensation expense for awards under the plan and the corresponding income tax benefits related to the expense. The recorded amounts for the three and six months ended June 30, 2008 and 2007 are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2008	2007	2008	2007
Restricted stock	$ 8.3	$ 6.6	$ 14.4	$ 11.5
Other	0.5	0.4	0.8	0.7
Total stock-based compensation expense	$ 8.8	$ 7.0	$ 15.2	$ 12.2

In the six months ended June 30, 2008, we granted the following restricted stock awards to employees (presented at target payout amounts):

(Number of restricted stock shares in thousands)	Shares	Weighted-average grant date fair value
Time-based	209	
Performance-based	89*	
Market-based	44*	
Granted during the six months ended June 30, 2008	342	$ 53.86

* Assumes target payout

We granted time-based restricted stock awards that cliff vest after three years. The fair value of these time-based awards was determined using the market value of our common stock on the grant date. Compensation cost is recognized over the lesser of the stated vesting period or the period until the employee reaches age 62, the retirement eligible age under the plan. We also granted restricted stock awards with performance-based and market-based conditions. The vesting period for these awards is three years.

For current year performance-based awards, actual payouts may vary from zero to 177 thousand shares and will be dependent upon our performance relative to a peer group of companies with respect to earnings growth and return on investment for the year ending December 31, 2008. Compensation cost is measured based on the current expected outcome of the performance conditions and may be adjusted until the performance period ends. As of June 30, 2008, we are expensing at a rate that assumes a maximum payout will be achieved.

For current year market-based awards, actual payouts may vary from zero to 89 thousand shares, contingent upon our performance relative to the same peer group of companies with respect to total shareholder return for the year ending December 31, 2008. Compensation cost for these awards is calculated using the grant date fair market value, as estimated using a Monte Carlo simulation, and is not subject to change based on future events.

Note 10: Stockholders' Equity

There were no dividends declared during the six months ended June 30, 2008 or 2007.

We have been authorized by our Board of Directors to repurchase up to 30 million shares of our issued and outstanding common stock. Through June 30, 2008, we made the following purchases under the buyback program:

(In millions, except share data)	2008		2007	
	Shares	$	Shares	$
Total purchased to date – January 1,	16,422,053	$493.8	8,540,072	$206.4
Treasury stock repurchases – first quarter	1,621,056	88.8	5,050,060	168.3
Total purchased to date – March 31,	18,043,109	$582.6	13,590,132	$374.7
Treasury stock repurchases – second quarter	1,239,340	81.0	1,576,890	55.9
Total purchased to date – June 30,	19,282,449	$663.6	15,167,022	$430.6
Treasury stock repurchases – third quarter	*	*	599,681	26.6
Total purchased to date – September 30,	*	*	15,766,703	$457.2
Treasury stock repurchases – fourth quarter	*	*	655,350	36.6
Total purchased to date – December 31,	*	*	16,422,053	$493.8

* Not yet applicable

We intend to hold repurchased shares in treasury for general corporate purposes, including issuances under our stock-based compensation plan. The treasury shares are accounted for using the cost method.

On July 12, 2008, we were authorized to repurchase $95.0 million of our issued and outstanding common stock in addition to our prior authorization to repurchase up to 30 million shares.

During the six months ended June 30, 2008, 1,127 thousand shares were issued from treasury stock in connection with our stock-based compensation plan. During the year ended December 31, 2007, 2,615 thousand shares were issued, including 2,204 thousand from treasury stock.

Comprehensive income consisted of the following:

(In millions)	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
Net income	$ 105.8	$ 72.8	$187.3	$134.1
Foreign currency translation adjustments	16.4	13.3	43.8	20.6
Net deferral of hedging gains, net of tax of $4.2 and $3.3 for the three months ended June 30, 2008 and 2007, respectively, and $17.5 and $6.9 for the six months ended June 30, 2008 and 2007, respectively	7.6	6.3	30.0	13.1
Amortization of pension and other postretirement benefit losses, net of tax of $0.7 and $0.6 for the three months ended June 30, 2008 and 2007, respectively, and $0.9 and $1.2 for the six months ended June 30, 2008 and 2007, respectively	(0.1)	1.1	0.3	2.2
Comprehensive income	$ 129.7	$ 93.5	$261.4	$170.0

Accumulated other comprehensive income (loss) consisted of the following:

(In millions)	June 30, 2008	December 31, 2007
Cumulative foreign currency translation adjustments	$ 42.6	$ (1.2)
Cumulative deferral of hedging gains, net of tax of $33.9 and $16.4, respectively	60.3	30.3
Cumulative deferral of pension and other postretirement benefit losses, net of tax of $34.0 and $34.9, respectively	(76.0)	(76.3)
Accumulated other comprehensive income (loss)	$ 26.9	$ (47.2)

Note 11: Fair Value of Financial Assets

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements," which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. In February 2008, the FASB issued FASB Staff Position No. FAS 157-2, "Effective Date of FASB Statement No. 157," which provides a one year deferral of the effective date of SFAS No. 157 for non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). We adopted SFAS No. 157 on January 1, 2008 with respect to financial assets and financial liabilities that are measured at fair value within the condensed consolidated financial statements and deferred the adoption for non-financial assets and non-financial liabilities until January 1, 2009. Accordingly, the provisions of SFAS No. 157 were not applied to long-lived assets, assets and liabilities held for sale, goodwill and other intangible assets measured for impairment testing purposes.

The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

- *Level 1*: Unadjusted quoted prices in active markets for identical assets and liabilities.
- *Level 2*: Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.
- *Level 3*: Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

Financial assets and financial liabilities measured at fair value on a recurring basis are as follows:

(In millions)	June 30, 2008	Level 1	Level 2	Level 3
Assets				
Investments	$ 36.7	$36.7	$ —	$ —
Derivatives	530.1	—	530.1	—
Total assets	$ 566.8	$36.7	$530.1	$ —
Liabilities				
Derivatives	$ 384.5	$ —	$384.5	$ —

Investments are valued based on quoted prices in active markets for identical assets or liabilities that we have the ability to access. We use the income approach as the valuation technique to measure the fair value of foreign currency derivative instruments on a recurring basis. This approach calculates the present value of the future cash flow by measuring the change from the derivative contract rate and the published market indicative currency and interest rates, multiplied by the contract notional values.

The impact of considering our own credit risk when measuring the fair value of liabilities had an immaterial impact on fair value measurement.

Note 12: Commitments and Contingent Liabilities

We are a defendant in various legal proceedings arising in the ordinary course of business. In the opinion of management, these matters will not have a material adverse effect on our consolidated financial position or results of operations.

In the ordinary course of business with customers, vendors and others, we issue standby letters of credit, performance bonds, surety bonds and other guarantees. The majority of these financial instruments represent guarantees of our future performance. Management does not expect these financial instruments to result in losses, if any, that would have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Note 13: Business Segment Information

Segment revenue and segment operating profit

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	**2008**	**2007**	**2008**	**2007**
Revenue				
Energy Production Systems	$ 947.7	$ 721.5	$1,801.7	$1,331.5
Energy Processing Systems	220.8	184.0	424.6	357.2
Intercompany eliminations	(0.6)	(0.5)	(1.7)	(0.8)
Subtotal Energy Systems	1,167.9	905.0	2,224.6	1,687.9
FoodTech	159.9	153.6	307.1	274.9
Airport Systems	117.1	85.2	224.6	157.9
Other revenue (1) and intercompany eliminations	9.5	5.2	(7.8)	9.2
Total revenue	$1,454.4	$1,149.0	$2,748.5	$2,129.9
Income before income taxes:				
Segment operating profit:				
Energy Production Systems	$ 104.9	$ 70.1	$ 200.0	$ 132.0
Energy Processing Systems	42.9	35.0	82.1	65.2
Subtotal Energy Systems	147.8	105.1	282.1	197.2
FoodTech	15.9	12.5	29.0	22.2
Airport Systems	10.5	5.7	18.1	8.8
Total segment operating profit	174.2	123.3	329.2	228.2
Corporate items:				
Corporate expense (2)	(9.9)	(9.0)	(18.8)	(16.9)
Other revenue (1) and other expense, net (3)	(6.0)	(3.9)	(32.3)	(7.4)
Net interest income (expense)	0.1	(3.7)	0.1	(5.6)
Total corporate items	(15.8)	(16.6)	(51.0)	(29.9)
Income before income taxes	$ 158.4	$ 106.7	$ 278.2	$ 198.3

(1) Other revenue comprises certain unrealized gains and losses on derivative instruments related to unexecuted sales contracts.
(2) Corporate expense primarily includes corporate staff expenses.
(3) Other expense, net, generally includes stock-based compensation, other employee benefits, LIFO adjustments, certain foreign exchange gains and losses, and the impact of unusual or strategic transactions not representative of segment operations.

Note 14: Subsequent Event

On October 29, 2007, we announced our intention to separate into two independent publicly-traded companies through the spin-off and distribution of 100% of our FoodTech and Airport Systems businesses to our shareholders. The transaction is expected to enable the two public companies to better focus on their distinct customer bases, business strategies and operational needs.

Our Board of Directors gave its final approval of the spin-off of FMC Technologies' 100-percent ownership of John Bean Technologies Corporation ("JBT Corporation") by declaring a dividend of JBT Corporation common stock. The dividend was distributed at the close of business on July 31, 2008, to FMC Technologies shareholders of record as of July 22, 2008. Each holder of FMC Technologies common stock received a dividend of 0.216 share of JBT Corporation common stock for every share of FMC Technologies common stock held on the record date.

In connection with the spin-off, JBT Corporation paid a cash dividend to FMC Technologies on July 31, 2008 of $150.5 million, which is subject to certain potential true-up adjustments. Our Board of Directors has approved a $95.0 million increase in its stock repurchase authorization, and we will use $95.0 million of the $150.5 million dividend to effect such stock repurchase. The remaining proceeds of the cash dividend will be used to retire existing debt.

We will report the results of the FoodTech and Airport Systems businesses as discontinued operations on the condensed consolidated statements of earnings and the condensed consolidated statements of cash flows in subsequent periods.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statement under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995: FMC Technologies, Inc. and its representatives may from time to time make written or oral statements that are "forward-looking" and provide information that is not historical in nature, including statements that are or will be contained in this report, the notes to our consolidated financial statements, our other filings with the Securities and Exchange Commission, our press releases and conference call presentations and our other communications to our stockholders. These statements involve known and unknown risks, uncertainties and other factors that may be outside of our control and may cause actual results to differ materially from any results, levels of activity, performance or achievements expressed or implied by any forward-looking statement. These factors include, among other things, those described under Risk Factors in Item 1A of our 2007 Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 29, 2008.

In some cases, forward-looking statements can be identified by such words or phrases as "will likely result," "is confident that," "expects," "should," "could," "may," "will continue to," "believes," "anticipates," "predicts," "forecasts," "estimates," "projects," "potential," "intends" or similar expressions identifying "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including the negative of those words and phrases. Such forward-looking statements are based on our current views and assumptions regarding future events, future business conditions and our outlook based on currently available information. We wish to caution you not to place undue reliance on any such forward-looking statements, which speak only as of the date made and involve judgments.

CONSOLIDATED RESULTS OF OPERATIONS
THREE MONTHS ENDED JUNE 30, 2008 AND 2007

(In millions, except %)	Three Months Ended June 30,		Change	
	2008	2007	$	%
Revenue	$1,454.4	$1,149.0	$305.4	26.6%
Costs and expenses:				
Cost of sales	1,140.0	915.2	224.8	24.6
Selling, general and administrative expense	137.1	110.7	26.4	23.8
Research and development expense	17.1	13.9	3.2	23.0
Total costs and expenses	1,294.2	1,039.8	254.4	24.5
Other income (expense), net	(1.4)	1.0	(2.4)	*
Minority interests	(0.5)	0.2	(0.7)	*
Net interest income (expense)	0.1	(3.7)	3.8	102.7
Income before income taxes	158.4	106.7	51.7	48.5
Provision for income taxes	52.6	33.7	18.9	56.1
Income from continuing operations	105.8	73.0	32.8	44.9
Income (loss) from discontinued operations, net of income taxes	—	(0.2)	0.2	*
Net income	$ 105.8	$ 72.8	$ 33.0	45.3%

* Not meaningful

Our total revenue for the second quarter of 2008 reflects growth in all business segments compared to the same period in 2007. Our Energy Production Systems businesses provided $226.2 million of the $305.4 million increase. We benefited from high demand for equipment and systems, especially subsea systems, used in the major oil and gas producing regions throughout the world. The favorable market conditions related to continued strong oil and gas prices drove higher demand in our Energy Processing Systems businesses, providing $36.8 million in incremental revenue compared to 2007. Additionally, Airport Services revenues grew by $31.9 million from the prior year period primarily reflecting the execution of backlog. Of the increase in consolidated revenue, $123.0 million was attributable to the favorable impact of foreign currency translation.

Gross profit (revenue less cost of sales) primarily increased because of volume improvement in our Energy Systems' businesses. Additionally, cost of sales as a percentage of revenue declined from 79.7% in the second quarter of 2007 to 78.4% for the same period in 2008. The margin improvement was primarily the result of progress on more complex, higher margin projects during the quarter. Of the increase in cost of sales, $97.7 million was attributable to foreign currency translation.

Selling, general and administrative expense for the second quarter of 2008 increased compared to the same period in 2007, but declined as a percentage of sales from 9.6% in 2007 to 9.4% in 2008. Higher costs in our Energy Production Systems businesses were primarily the result of increased headcount required to support growth in this business segment. While we have expanded our operations to meet the growing demand, we have been able to reduce expenses as a percentage of sales by leveraging our existing resources. Of the increase in selling, general and administrative expense, $6.6 million was attributable to foreign currency translation.

We reported net interest income of $0.1 million for the second quarter of 2008 compared to net interest expense of $3.7 million in the same period in 2007. The decline in interest expense was due to the lower average debt levels, lower borrowing costs and improved yields on cash investments for the second quarter of 2008 compared to 2007.

Our income tax provisions for the second quarter of 2008 and 2007 reflect effective tax rates of 33.2% and 31.6%, respectively. The increase in the effective rate in 2008 was primarily related to country mix and the limited deductibility of expenses related to the spin-off of the FoodTech and Airport Services businesses. The difference between the effective tax rate and the statutory U.S. federal income tax rate related primarily to differing foreign and state tax rates. We anticipate our full year effective tax rate will be approximately 32.7%.

Outlook

We estimate that our full-year 2008 diluted earnings per share from continuing operations, excluding JBT Corporation, will be increased by $0.20 to the range of $2.60 to $2.70. This guidance represents year-over-year growth of approximately 36% on a comparable basis.

OPERATING RESULTS OF BUSINESS SEGMENTS
THREE MONTHS ENDED JUNE 30, 2008 AND 2007

(In millions, except %)	Three Months Ended June 30,		Favorable/ (Unfavorable)	
	2008	2007	$	%
Revenue				
Energy Production Systems	$ 947.7	$ 721.5	$226.2	31.4%
Energy Processing Systems	220.8	184.0	36.8	20.0
Intercompany eliminations	(0.6)	(0.5)	(0.1)	*
Subtotal Energy Systems	1,167.9	905.0	262.9	29.0
FoodTech	159.9	153.6	6.3	4.1
Airport Systems	117.1	85.2	31.9	37.4
Other revenue and intercompany eliminations	9.5	5.2	4.3	*
Total revenue	$1,454.4	$1,149.0	$305.4	26.6%
Segment Operating Profit				
Energy Production Systems	$ 104.9	$ 70.1	$ 34.8	49.6%
Energy Processing Systems	42.9	35.0	7.9	22.6
Subtotal Energy Systems	147.8	105.1	42.7	40.6
FoodTech	15.9	12.5	3.4	27.2
Airport Systems	10.5	5.7	4.8	84.2
Total segment operating profit	174.2	123.3	50.9	41.3
Corporate Items				
Corporate expense	(9.9)	(9.0)	(0.9)	(10.0)
Other revenue and other expense, net	(6.0)	(3.9)	(2.1)	(53.8)
Net interest income (expense)	0.1	(3.7)	3.8	102.7
Total corporate items	(15.8)	(16.6)	0.8	4.8
Income from continuing operations before income taxes	158.4	106.7	51.7	48.5
Provision for income taxes	52.6	33.7	(18.9)	(56.1)
Income from continuing operations	105.8	73.0	32.8	44.9
Income (loss) from discontinued operations, net of income taxes	—	(0.2)	0.2	*
Net income	$ 105.8	$ 72.8	$ 33.0	45.3%

* Not meaningful

Segment operating profit is defined as total segment revenue less segment operating expenses. The following items have been excluded in computing segment operating profit: corporate staff expense, interest income and expense associated with corporate investments and debt facilities, income taxes and other expense, net.

Energy Production Systems

Energy Production Systems' revenue was $226.2 million higher in the second quarter of 2008 compared to the same period in 2007. A strong backlog position in subsea at year end 2007, combined with continued high global demand for energy has resulted in higher natural gas and oil prices, prompting further development activity from customers in the exploration and production of these commodities. Production activities have increasingly been focused in remote deepwater locations with complex recovery challenges. This trend in production has driven the subsea revenue increase of $202.0 million in the second quarter of 2008 compared to the same period in 2007.

Energy Production Systems' operating profit increased by $34.8 million in the second quarter of 2008 compared to the same period in 2007. The increase in sales volume drove $35.2 million of the profit increase. We also achieved gross profit improvements of $16.2 million, primarily reflective of continued progress on more complex, higher margin subsea projects. Increased business activity, particularly in subsea, resulted in higher headcount and selling expenses during the quarter, partially offsetting operating profit improvement.

Energy Processing Systems

Energy Processing Systems' revenue was $36.8 million higher for the second quarter of 2008 compared to the same period in 2007. The increase was driven by higher volume in each business within the segment, reflecting continued strength in both oil and gas prices and world-wide, land-based drilling activity.

Energy Processing Systems' operating profit in the second quarter of 2008 increased by $7.9 million compared to the same period in 2007. Approximately $11.9 million of the increase was directly attributable to higher product sales volumes in each business within the segment, offset by a slight decline in gross profit resulting from changes in business unit product mix.

FoodTech

FoodTech's revenue was $6.3 million higher in the second quarter of 2008 compared to the same period in 2007. Favorable impact of foreign currency translation was the main driver of the revenue increase, contributing $11.8 million in incremental revenue, partially offset by fewer large orders in 2008 compared to 2007, specifically in North America and China.

FoodTech's operating profit increased by $3.4 million in the three months ended June 30, 2008 compared to the same period in 2007. The increase in operating profit resulted from delivering a more favorable mix of products and a higher proportion of aftermarket revenue.

Airport Systems

Airport Systems' revenue was $31.9 million higher in the second quarter of 2008 compared with the same period in 2007. Higher levels of air traffic in 2007 drove higher demand for our products, which resulted in strong backlog at the end of 2007. Many of these orders were converted into sales in the second quarter of 2008 which resulted in higher revenue for ground support equipment ($20.8 million) and passenger boarding bridges ($7.2 million).

Airport Systems' operating profit increased by $4.8 million in the second quarter of 2008 compared to the same period in 2007. Gross profit margins were relatively stable compared to the same period in 2007. Higher sales volume contributed $6.1 million in higher profits, which were partially offset by higher selling, general and administrative, and research and development costs. Although these expenses were above the levels in the same period in 2007, we were able to grow revenue at a higher rate. Leveraging the higher volume, operating profit margins improved quarter over quarter.

Airport Systems' experienced a decrease in orders in the second quarter of 2008 as a result of uncertainty in the economy and high fuel costs affecting profitability in the airline and air freight industries. Given the current economic conditions, management does not expect the orders' trend to reverse in the second half of 2008.

Corporate Items

Our corporate items reduced earnings by $15.8 million for the three months ending June 30, 2008 compared to $16.6 million for the same period in 2007. The decrease in expense in 2008 primarily reflects decreased interest expense of $3.8 million due to lower average borrowings during the 2008 second quarter and a non-cash, mark-to-market gain on foreign currency forward contracts of $11.2 million compared to a gain in the prior year quarter of $5.2 million. These gains were partially offset by $5.5 million of expenses incurred during the quarter related to the spin-off of the FoodTech and Airport Systems businesses.

__Inbound Orders and Order Backlog__

Inbound orders represent the estimated sales value of confirmed customer orders received during the reporting period.

	Inbound Orders			
	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2008	2007	2008	2007
Energy Production Systems	$ 987.3	$1,086.6	$1,900.4	$1,964.5
Energy Processing Systems	203.5	188.7	461.3	388.6
Intercompany eliminations	(0.6)	(1.0)	(1.2)	(1.8)
Subtotal Energy Systems	1,190.2	1,274.3	2,360.5	2,351.3
FoodTech	147.1	142.1	295.9	287.7
Airport Systems	98.8	130.7	185.6	224.9
Other orders and intercompany eliminations	9.4	6.0	(8.1)	9.8
Total inbound orders	$1,445.5	$1,553.1	$2,833.9	$2,873.7

Order backlog is calculated as the estimated sales value of unfilled, confirmed customer orders at the reporting date.

	Order Backlog		
(In millions)	June 30, 2008	December 31, 2007	June 30, 2007
Energy Production Systems	$4,261.2	$ 4,162.5	$2,660.7
Energy Processing Systems	367.2	330.5	337.5
Intercompany eliminations	(0.7)	(1.1)	(1.2)
Subtotal Energy Systems	4,627.7	4,491.9	2,997.0
FoodTech	153.2	164.3	173.4
Airport Systems	187.6	226.7	219.7
Intercompany eliminations	(1.5)	(1.2)	(1.0)
Total order backlog	$4,967.0	$ 4,881.7	$3,389.1

Energy Production Systems' order backlog at June 30, 2008 increased by $98.7 million since year-end 2007, which included the following significant subsea projects: Total Pazflor, StatoilHydro Ormen Lange Phase II, Vega and Troll O2, Woodside Pluto, Shell Perdido and Gumusut, and Petrobras Cascade. The record high backlog of $4.3 billion at June 30, 2008 includes the same ongoing projects mentioned above plus new orders received in 2008, including Petrobras' Roncador Module 3 field and Tambau field.

Energy Processing Systems' order backlog at June 30, 2008 increased by $36.7 million since year-end 2007, and by $29.7 million since June 30, 2007, primarily attributable to higher demand for material handling bulk conveying systems.

FoodTech's order backlog at June 30, 2008 decreased by $11.1 million since year-end 2007, and by $20.2 million since June 30, 2007, reflecting a slowdown in the North American poultry market.

Airport Systems' order backlog at June 30, 2008 has decreased by $39.1 million since year-end 2007. The majority of the year-end backlog was converted to sales in 2008 and new orders in 2008 did not fully replace the converted backlog. Compared to the prior year, orders for ground support equipment were down as a result of the uncertainty in the economy and higher fuel costs affecting profitability in the airline and freight industries.

CONSOLIDATED RESULTS OF OPERATIONS
SIX MONTHS ENDED JUNE 30, 2008 AND 2007

(In millions, except %)	Six Months Ended June 30,		Change	
	2008	2007	$	%
Revenue	$2,748.5	$2,129.9	$618.6	29.0%
Costs and expenses:				
Cost of sales	2,176.8	1,685.0	491.8	29.2
Selling, general and administrative expense	256.7	214.2	42.5	19.8
Research and development expense	32.5	29.2	3.3	11.3
Total costs and expenses	2,466.0	1,928.4	537.6	27.9
Other income (expense), net	(3.4)	2.8	(6.2)	*
Minority interests	(1.0)	(0.4)	(0.6)	*
Net interest income (expense)	0.1	(5.6)	5.7	101.8
Income before income taxes	278.2	198.3	79.9	40.3
Provision for income taxes	91.2	63.1	28.1	44.5
Income from continuing operations	187.0	135.2	51.8	38.3
Income (loss) from discontinued operations, net of income taxes	0.3	(1.1)	1.4	*
Net income	$ 187.3	$ 134.1	$ 53.2	39.7%

* Not meaningful

Our total revenue for the six months ended June 30, 2008 reflects growth in all business segments compared to the same period in 2007. Our Energy Production Systems businesses provided $470.2 million of the $618.6 million increase. We benefited from high demand for equipment and systems, especially subsea systems, used in the major oil and gas producing regions throughout the world. Oil and gas prices remain high relative to historical levels, creating incentives for investment in the energy industry. The favorable market conditions related to continued strong oil and gas prices drove higher demand in our Energy Processing Systems businesses, providing $67.4 million in incremental revenue compared to the same period in 2007. Additionally, Airport Systems revenue increased by $66.7 million during the six months ended June 30, 2008 compared to the first half of 2007, reflecting the execution of backlog. Of the increase in total revenue, $226.2 million was attributable to the favorable impact of foreign currency translation.

Gross profit (revenue less cost of sales) primarily increased because of volume improvement in our Energy Systems' businesses. Cost of sales as a percentage of revenue for the six months ended June 30, 2008 was comparable to the first six months of 2007. Of the increase in cost of sales, $183.1 million was attributable to foreign currency translation.

Selling, general and administrative expense for the six months ended June 30, 2008 increased compared to the same period in 2007, but declined as a percentage of sales from 10.1% in 2007 to 9.3% in 2008. Higher costs in our Energy Production Systems businesses were primarily responsible for the dollar increase, the result of increased headcount required to support growth in this business segment. While we have expanded our operations to meet the growing demand, we have been able to reduce expenses as a percentage of sales by leveraging our existing resources. Of the increase in selling, general and administrative expense, $6.6 million was attributable to foreign currency translation.

We reported net interest income of $0.1 million during the first half of 2008 compared to net interest expense of $5.6 million during the six months ended June 30, 2008. The decline in interest expense was due to the lower average debt levels, lower borrowing costs and improved yields on cash investments for the six months ended June 30, 2008 compared to the same prior year period.

Our income tax provisions for the six months ended June 30, 2008 and 2007 reflect effective tax rates of 32.8% and 31.8%, respectively. The increase in the effective rate in 2008 was primarily related to country mix of earnings and the limited deductibility of expenses related to the spin-off of the FoodTech and Airport Services businesses. The difference between the effective tax rate and the statutory U.S. federal income tax related primarily to differing foreign and state tax rates.

OPERATING RESULTS OF BUSINESS SEGMENTS
SIX MONTHS ENDED JUNE 30, 2008 AND 2007

(In millions, except %)	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007	Favorable/(Unfavorable) $	Favorable/(Unfavorable) %
Revenue				
Energy Production Systems	$1,801.7	$1,331.5	$470.2	35.3%
Energy Processing Systems	424.6	357.2	67.4	18.9
Intercompany eliminations	(1.7)	(0.8)	(0.9)	*
Subtotal Energy Systems	2,224.6	1,687.9	536.7	31.8
FoodTech	307.1	274.9	32.2	11.7
Airport Systems	224.6	157.9	66.7	42.2
Other revenue and intercompany eliminations	(7.8)	9.2	(17.0)	*
Total revenue	$2,748.5	$2,129.9	$618.6	29.0%
Segment Operating Profit				
Energy Production Systems	$ 200.0	$ 132.0	$ 68.0	51.5%
Energy Processing Systems	82.1	65.2	16.9	25.9
Subtotal Energy Systems	282.1	197.2	84.9	43.1
FoodTech	29.0	22.2	6.8	30.6
Airport Systems	18.1	8.8	9.3	105.7
Total segment operating profit	329.2	228.2	101.0	44.3
Corporate Items				
Corporate expense	(18.8)	(16.9)	(1.9)	(11.2)
Other revenue and other expense, net	(32.3)	(7.4)	(24.9)	*
Net interest income (expense)	0.1	(5.6)	5.7	101.8
Total corporate items	(51.0)	(29.9)	(21.1)	(70.6)
Income from continuing operations before income taxes	278.2	198.3	79.9	40.3
Provision for income taxes	91.2	63.1	(28.1)	(44.5)
Income from continuing operations	187.0	135.2	51.8	38.3
Income (loss) from discontinued operations, net of income taxes	0.3	(1.1)	1.4	*
Net income	$ 187.3	$ 134.1	$ 53.2	39.7%

* Not meaningful

Energy Production Systems

Energy Production Systems' revenue was $470.2 million higher for the six months ended June 30, 2008 compared to the same period in 2007. Segment revenue is affected by trends in land and offshore oil and gas exploration and production, including shallow and deepwater development. During the six months ended June 30, 2008, higher natural gas and crude oil prices have created an incentive for increased exploration and production of these commodities thereby driving higher demand for our products and services. Subsea systems revenue of $1.5 billion increased by $427.0 million in 2008 compared to the same period in 2007. Subsea volumes increased primarily as a result of progress on new and ongoing projects worldwide; notably projects located offshore West Africa, in the North Sea, in the Gulf of Mexico and offshore Brazil.

Energy Production Systems operating profit increased by $68.0 million in 2008 compared to the same period in 2007. The increase in sales volume accounted for $74.7 million of the profit increase. We achieved approximately $17.7 million in other gross profit improvements primarily reflective of more complex, and higher margin, subsea projects. Offsetting these profit increases were $23.6 million in increased selling, general and administrative costs attributable to higher staff levels.

Energy Processing Systems

Energy Processing Systems' revenue increased $67.4 million for the six months ended June 30, 2008 compared to the same period in 2007. Energy demand has continued to rise in 2008 driving higher oil and gas prices and higher land-based drilling activity worldwide, resulting in higher volume in each business within the segment.

Energy Processing Systems' operating profit in the six months ended June 30, 2008 increased $16.9 million compared to the same period in 2007. Higher sales volume drove an increase in gross profits of $20.6 million, partially offset by higher selling costs resulting from increased commission expense driven by increased revenues.

FoodTech

FoodTech's revenue was $32.2 million higher for the six months ended June 30, 2008 compared to the same period in 2007. Foreign currency translation represents $20.7 million of the increase in revenue. Higher demand in Latin America from poultry processors contributed $14.2 million in incremental revenue.

FoodTech's operating profit increased by $6.8 million in the six months ended June 30, 2008 compared to the same period in 2007. Higher sales volume contributed $8.5 million in higher profits which were partially offset by higher production costs, related to the decline in the value of U.S. dollar, and higher selling, general and administrative costs. In addition, gross margins increased as a result of delivering a more favorable mix of products and a higher proportion of aftermarket revenue.

Airport Systems

Airport Systems' revenue was $66.7 million higher for the six months ended June 30, 2008 compared with the same period in 2007. Higher levels of air traffic in 2007 drove higher demand for our products, which resulted in strong backlog at the end of 2007 compared to year-end 2006. Many of these orders were converted into sales in the six months ended June 30, 2008 which resulted in higher revenue for ground support equipment ($45.3 million) and passenger boarding bridges ($16.6 million).

Airport Systems' operating profit increased by $9.3 million in the six months ended June 30, 2008 compared with the same period in 2007. Gross profit margins were relatively stable compared to the same period in 2007. Higher sales volume contributed $10.6 million in higher profits, which were partially offset by higher selling, general and administrative, and research and development costs. Although these expenses were above the levels in the same period in 2007, we were able to grow revenue at a higher rate. Leveraging the higher volume, operating profit margins improved period over period.

Airport Systems' experienced a decrease in orders in the six months ended June 30, 2008 as a result of uncertainty in the economy and high fuel costs affecting profitability in the airline and air freight industries. Given the current economic conditions, management does not expect the orders' trend to reverse in the second half of 2008.

Corporate Items

Our corporate items reduced earnings by $51.0 million during the six months ended June 30, 2008 compared to $29.9 million for the same period in 2007. The increase in expense in 2008 primarily reflects a non-cash, mark-to-market loss on foreign currency forward contracts of $2.4 million compared to a gain in the prior year period of $9.3 million. Additionally, we incurred $8.2 million in expenses during the six months ended June 30, 2008 related to the spin-off of the FoodTech and Airport Systems businesses. These costs were partially offset by a $5.7 million decrease in interest expense attributable to lower net debt and more favorable interest rates on borrowings during the first half of 2008.

LIQUIDITY AND CAPITAL RESOURCES

We generate our capital resources primarily through operations, and when needed, through various credit facilities.

We were in a net debt position at June 30, 2008. Net debt is a non-GAAP measure reflecting debt, net of cash and cash equivalents. Management uses this non-GAAP measure to evaluate our capital structure and financial leverage. We believe that net debt is a meaningful measure of our financial leverage and will assist investors in understanding our results and recognizing underlying trends. This measure supplements disclosures required by GAAP. The following table provides details of the balance sheet classifications included in net debt.

(In millions)	June 30, 2008	December 31, 2007
Cash and cash equivalents	$ 278.2	$ 129.5
Short-term debt and current portion of long-term debt	(12.8)	(7.2)
Long-term debt, less current portion	(303.0)	(112.2)
Related party note payable	(10.6)	(9.9)
Net debt	$ (48.2)	$ 0.2

The increase in net debt was due primarily to $169.8 million in repurchases of our common stock and $90.5 million in capital expenditures for the six months ended June 30, 2008, partially offset by cash generated from operating activities.

Cash Flows

During the six months ended June 30, 2008, we generated $182.2 million in cash flows from operating activities of continuing operations compared to $127.8 million during the comparable prior year period. The improvement in operating cash in-flows is attributable primarily to the increase in net income. Our working capital balances can vary significantly quarter to quarter depending on the payment terms and timing of delivery on key contracts.

During the six months ended June 30, 2008, cash flows required by investing activities of continued operations totaled $88.9 million, primarily consisting of amounts required to fund capital expenditures of $90.5 million. Capital expenditures increased from the prior year period, reflecting investment in subsea intervention assets, principally for Energy Production Systems. Additionally, proceeds from the disposal of assets during the first six months of 2008 were $1.6 million compared to $63.6 million in the same period in 2007. During the first quarter of 2007, we sold and leased back land and property in Houston, Texas.

Cash provided by financing activities was $51.9 million for the first half of 2008 which increased from $6.7 million for the six months ended June 30, 2007. We repurchased 2.9 million shares for $169.8 million under our 30 million share repurchase authorization. To fund these repurchases, we drew a net $191.0 million under our commercial paper program compared to $137.8 million during the comparable period in 2007. Additionally, we recognized excess tax benefits of $20.9 million in 2008 related to stock awards that vested or were exercised.

Debt and Liquidity

The following is a summary of our credit facilities at June 30, 2008:

(In millions) Description	Commitment Amount	Debt Outstanding	Commercial Paper Outstanding (a)	Letters of Credit (b)	Unused Capacity	Maturity
Five-year revolving credit facility	$ 600.0	$ —	$ 294.0	$21.3	$284.7	December 2012
One-year revolving credit facility	5.0	—	—	—	5.0	December 2008
	$ 605.0	$ —	$ 294.0	$21.3	$289.7	

(a) Under our commercial paper program, we have the ability to access up to $500.0 million of short-term financing though our commercial paper dealers. Our available capacity under our $600 million five-year revolving credit facility is reduced by any outstanding commercial paper.

(b) The $600 million five-year revolving credit facility allows us to obtain a total of $150.0 million in standby letters of credit. Our available capacity is reduced by any outstanding letters of credit associated with this facility.

Committed credit available under our five-year revolving credit facility maturing in December 2012 provided the ability to refinance our commercial paper obligations on a long-term basis. Therefore, at June 30, 2008, as we have both the ability and intent to refinance these obligations on a long-term basis, our commercial paper borrowings were classified as long-term on the consolidated balance sheets.

Outlook

We plan to meet our cash requirements in the remainder of 2008 with cash generated from operations. We intend to continue to expand our Energy Systems operating facilities and our light well intervention capabilities, and we are projecting to spend $165.0 million in 2008 to carry out these activities. Additionally, we intend to contribute $50.0 million to our pension plans in 2008.

We received $150.5 million on July 31, 2008 in a dividend payment from JBT Corporation, in connection with the spin-off of 100% of our FoodTech and Airport Systems businesses to our shareholders. Our Board of Directors approved a $95.0 million increase in our stock repurchase authorization, and we will use $95.0 million of the $150.5 million dividend to effect such stock repurchase. The remaining proceeds of the cash dividend will be used to retire existing debt. Further, we expect to continue our stock repurchases previously authorized by our Board, with the timing and amounts of these repurchases dependent upon market conditions.

We have committed credit facilities totaling $605.0 million which we expect to utilize if working capital temporarily increases in response to market demand, and when opportunities for business acquisitions or mergers meet our standards. We continue to evaluate acquisitions, divestitures and joint ventures in the ordinary course of business.

CRITICAL ACCOUNTING ESTIMATES

Refer to our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of our critical accounting estimates. During the three months ended June 30, 2008, there were no material changes in our judgments and assumptions associated with the development of our critical accounting estimates.

RECENTLY ISSUED ACCOUNTING STANDARDS

In December 2007, the FASB issued SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51.” SFAS No. 160 will standardize the accounting for and reporting of minority interests in the financial statements, which will be presented as noncontrolling interests and classified as a component of equity. In addition, statements of operations will report consolidated net income before an allocation to both the parent and the noncontrolling interest. This new presentation will have an impact on the basic financial statements as well as the disclosures to clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owner. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. We have not yet determined the impact, if any, that the adoption of SFAS No. 160 will have on our results of operations or financial position.

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities— an amendment of FASB Statement No. 133.” SFAS No. 161 requires enhanced disclosures regarding derivative instruments and hedging activities, enabling a better understanding of their effects on an entity’s financial position, financial performance and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, and is effective for us at January 1, 2009.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in reported market risks from the information reported in our Annual Report on Form 10-K for the year ended December 31, 2007.

ITEM 4. CONTROLS AND PROCEDURES

Under the direction of our principal executive officer and principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of June 30, 2008. We have concluded that our disclosure controls and procedures were

i) effective in ensuring that information required to be disclosed is recorded, processed, summarized and reported within time periods specified in the SEC’s rules and forms; and

ii) effective in ensuring that information required to be disclosed is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in controls identified in the evaluation for the quarter ended June 30, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
FMC Technologies, Inc.:

We have reviewed the accompanying consolidated balance sheet of FMC Technologies, Inc. and consolidated subsidiaries as of June 30, 2008, and the related consolidated statements of income for the three-month and six-month periods ended June 30, 2008 and 2007, and the related consolidated statements of cash flows for the six-month periods ended June 30, 2008 and 2007. These consolidated financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of FMC Technologies, Inc. and consolidated subsidiaries as of December 31, 2007, and the related consolidated statements of income, cash flows and changes in stockholders' equity for the year then ended (not presented herein); and in our report dated February 29, 2008, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2007, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG LLP

Chicago, Illinois
August 6, 2008

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There have been no material legal proceedings identified or material developments in existing legal proceedings noted during the six months ended June 30, 2008.

ITEM 1A. RISK FACTORS

As of the date of this filing, except as noted below, there have been no material changes in our Risk Factors as set forth in Item 1A to Part I of our Form 10-K for the year ended December 31, 2007. The following risk factor is in addition to, and should be read in conjunction with, the risk factors disclosed in our 2007 annual Report on Form 10-K.

Our businesses are subject to a variety of governmental regulations.

We are exposed to a variety of federal, state, local and international laws and regulations relating to matters such as environmental, health and safety, labor and employment, import/export control, currency exchange, bribery and corruption and taxation. These laws and regulations are complex, change frequently and have tended to become more stringent over time. In the event the scope of these laws and regulations expand in the future, the incremental cost of compliance could adversely impact our financial condition, results of operations or cash flows.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

We had no unregistered sales of equity securities during the three months ended June 30, 2008. The following table summarizes repurchases of our common stock during the three months ended June 30, 2008.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Maximum Number of Shares that May Yet Be Purchased under the Plans or Programs (b)
April 1, 2008 – April 30, 2008	780,240	$ 62.17	770,200	11,186,691
May 1, 2008 – May 31, 2008	270,390	$ 68.85	262,000	10,924,691
June 1, 2008 – June 30, 2008	216,186	$ 73.53	207,140	10,717,551
Total	1,266,816	$ 65.53	1,239,340	10,717,551 (c)

(a) Represents 1,239,340 shares of common stock repurchased and held in treasury and 27,476 shares of common stock purchased and held in an employee benefit trust established for the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan. In addition to these shares purchased on the open market, we sold 76,610 shares of registered common stock held in this trust, as directed by the beneficiaries, during the three months ended June 30, 2008.

(b) In 2005, we announced a repurchase plan approved by our Board of Directors authorizing the repurchase of up to two million shares of our outstanding common stock through open market purchases. The Board of Directors has authorized extensions of this program adding five million shares in February 2006 and eight million shares in February 2007 for a total of fifteen million shares of common stock authorized for repurchase. As a result of the two-for-one stock split on August 31, 2007, the authorization was increased to 30 million shares.

(c) On July 12, 2008, we were authorized to repurchase $95.0 million of our issued and outstanding common stock in addition to the 10,717,551 maximum number of shares that may yet be purchased under our previously authorized plans. The new repurchase authorization will expire on August 1, 2009.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Annual Meeting of Stockholders was held on May 9, 2008 for the purpose of re-electing three directors, approving the material terms of the performance goals under our Incentive Compensation and Stock Plan and voting on any other business properly brought before the meeting.

All of the nominees for directors, as listed in the proxy statement, were re-elected by the following votes:

C. Maury Devine	For:	115,977,332 votes
	Withheld:	3,971,749 votes
Thomas M. Hamilton	For:	115,936,608 votes
	Withheld:	4,012,473 votes
Richard A. Pattarozzi	For:	115,443,297 votes
	Withheld:	4,505,784 votes

The following directors' terms of office continued after the meeting: Mike R. Bowlin, Philip J. Burguieres, Peter D. Kinnear, Asbjørn Larsen, Edward J. Mooney, Joseph H. Netherland, James M. Ringler, and James R. Thompson.

All material terms of the performance goals under our Incentive Compensation and Stock Plan were approved by the following votes:

Terms of performance goals	For:	111,404,217 votes
	Against:	7,757,289 votes
	Abstain:	1,630,351 votes

There was no other business voted upon at the meeting.

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

(a) Exhibits

Number in Exhibit Table	Description
2.1	Separation and Distribution Agreement between FMC Technologies, Inc. and John Bean Technologies Corporation, (incorporated by reference from Exhibit 2.1 on Form 8-K filed on August 6, 2008)
3.1	Registrant's Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 3.1 to the Form S-1/A filed on April 4, 2001.
3.2	Registrant's Amended and Restated Bylaws (incorporated by reference from Exhibit 3.2 to the Form S-1/A filed on April 4, 2001.
10.7(e)	Amended and Restated FMC Technologies, Inc. Salaried Employees' Equivalent Retirement Plan.
10.9(d)	Amended and Restated FMC Technologies, Inc. Non-Qualified Savings and Investment Plan.
10.15	Tax Sharing Agreement between FMC Technologies, Inc. and John Bean Technologies Corporation, (incorporated by reference from Exhibit 10.1 on Form 8-K filed on August 6, 2008)
15	Letter re: unaudited interim financial information.
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a).
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a).
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURE

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 thereunto duly authorized.

FMC TECHNOLOGIES, INC.
(Registrant)

/s/ Jay A. Nutt
Jay A. Nutt
Controller and duly authorized officer

Date: August 6, 2008

EXHIBIT INDEX

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Exhibit 10.7(e)

FMC Technologies, Inc.

Salaried Employees' Equivalent Retirement Plan

As Amended and Restated, Effective January 1, 2009

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FMC Technologies, Inc. Salaried Employees' Equivalent Retirement Plan

Section 1. Establishment and Purposes of the Plan. The FMC Technologies, Inc. Salaried Employees' Equivalent Retirement Plan (the "Plan"), as established effective May 1, 2001 by FMC Technologies, Inc., a Delaware corporation ("Company"), is hereby amended and restated effective January 1, 2009. The purpose of the Plan is to provide employees of the Company and its affiliated companies that have adopted the Plan (each such company an "Employer") with the retirement benefits they would have received under the Part I – Salaried and Non-Union Hourly Employee' Retirement Plan of the FMC Technologies, Inc. Employees' Retirement Program (the "Salaried Retirement Plan"), but for the limitations of Sections 401(a)(17) and 415 of the Internal Revenue Code of 1986, as amended (the "Code"), and but for the fact that amounts an employee defers under the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan ("Non-Qualified Savings Plan") are not pensionable earnings under the Salaried Retirement Plan.

The Company intends for the Plan to comply in operation with Code Section 409A on and after January 1, 2005 and to comply in documentational form on and after January 1, 2009.

Section 2. Participants. An employee of any Employer who is an active participant in the Salaried Retirement Plan will become a "Participant" on the day he or she becomes entitled to an Excess Benefit under Section 3. Once an individual is a Participant, he or she will remain a Participant until his or her entire Excess Benefit has been paid.

Section 3. Excess Benefit. Each employee of an Employer who is an active participant in the Salaried Retirement Plan will be entitled to receive an "Excess Benefit" equal to the amount, if any, by which his or her accrued benefit under the Salaried Retirement Plan is reduced:

(a) to comply with the limitations of Code Section 415;

(b) because his or her pensionable earnings exceed the annual compensation limit under Code Section 401(a)(17), as adjusted; and

(c) because deferred compensation is not included in the definition of pensionable earnings under the Salaried Retirement Plan.

Section 4. Funding. The amount of a Participant's Excess Benefit, if any, will be determined at the time the Participant becomes entitled to receive a retirement benefit under the Salaried Retirement Plan, or at another time determined by the Committee (as defined in Section 8) in its sole discretion, according to rules of uniform application. Neither the Company nor any Employer is required to segregate on its books or elsewhere any amount to be used to pay Excess Benefits, and no accounts will be maintained for Participants under the Plan. This Plan will be unfunded, and Excess Benefits will be payable only from the general assets of the Company or any Employer. Each Participant has only the rights of an unsecured creditor of the Company or any Employer, as to his or her Excess Benefit.

Section 5. Establishment of Trust. The Company has established a rabbi trust in order to accumulate assets to pay Plan obligations, which is an irrevocable trust subject to the jurisdiction of U.S. federal courts that may hold an insurance contract or contracts and/or such other assets as determined by the Company. The assets and income of the trust will be subject to the claims of the Company's creditors in the event of the Company's bankruptcy or insolvency. The establishment or maintenance of the trust will not affect the Company's liability to pay Excess Benefits, except that the liability shall be reduced to the extent assets of the trust are used to pay Excess Benefits. A Participant will have no claim in any asset of the trust, or in specific assets of the Company or any Employer, and will have the status of a general unsecured creditor for any amounts due under this Plan.

Section 6. Payment of Excess Benefit. A Participant's Excess Benefit shall be paid pursuant to this Section 6. A Participant's Excess Benefit will be paid to such Participant according to the form of payment elected by such Participant, which form may be either (a) a lump sum or (b) monthly installments over a period of five (5) years, such payment(s) to commence no later than 90 days following the Participant's separation from service for any reason. The actuarial factors and assumptions provided in Section 7 shall be used in determining the actuarial equivalent present value of any benefit.

Upon initial participation in the Plan, a Participant shall have until January 31 of the calendar year following the calendar year in which the Participant commences participation in the Plan pursuant to Section 2 to make an initial election with respect to the form of payment. Absent a valid form of payment election, a Participant shall receive payment of his or her Excess Benefit in the form of a lump sum as soon as administratively possible, but in any event no later than 90 days following separation from service for any reason. In the event of the Participant's death prior to the commencement of payment, and notwithstanding a Participant's election to the contrary, payment shall be made in the form of a lump sum, such lump sum to be paid to the Participant's beneficiary as designated pursuant to a valid beneficiary designation form filed with the Plan ("Beneficiary") within 90 days following death. Notwithstanding the foregoing, except for payments made upon separation from service due to death, no payments shall be made to a Participant who is a "specified employee" (as defined in Code Section 409A) of the Company or any Employer (regardless of whether such Employer has adopted the Plan) until on or after the first day of the seventh calendar month following the Participant's separation from service.

Notwithstanding the above to the contrary, a Participant may elect to have his or her Excess Benefit paid in a form other than as initially elected above, provided that:

(a) Such election shall not take effect until at least 12 months after the date on which the election is made;

(b) The first such payment must be deferred for a period of not less than five years from the date such payment would otherwise have commenced; and

(c) Such election shall not be effective if made less than 12 months prior to the date the payment is otherwise scheduled to commence.

With respect to payments made in installments, the balance of such installments that remain to be paid shall be credited with interest based on the interest rate used to calculate actuarial equivalent present values set forth in Section 7.

Notwithstanding the general distribution election rules under Code Section 409A or the above to the contrary, pursuant to the transition rules set forth in Treasury regulations promulgated pursuant to Code Section 409A and other IRS guidance issued in connection with Code Section 409A thereto, a Participant shall be permitted to make a new payment election with respect to the form of payment of the Participant's Excess Benefit, provided, such election (1) is made on or before December 31, 2005, December 31, 2006, December 31, 2007 or December 31, 2008, as applicable, (2) shall apply only to amounts that would not otherwise be payable in 2005, 2006, 2007 or 2008, respectively, and (3) shall not cause an amount to be paid in 2005, 2006, 2007 or 2008, respectively, that would not otherwise be payable in such year.

Section 7. Actuarial Equivalent Benefit.

Conversion of a Participant's Excess Benefit will be based on the 1994 Group Annuity Reserving Table (weighted 50% male and 50% female, projected to 2002 using Scale AA), or the applicable mortality table prescribed under Code Section 417(e)(3) or other guidance of general applicability issued thereunder, and the lesser of 6% interest or the 30-year Treasury rate for November of the preceding Plan Year.

Section 8. Administration of the Plan. This Plan will be administered by the Company or, as delegated by the Board, by the FMC Technologies, Inc. Employee Welfare Benefits Plan Committee (the "Committee"). The Committee has all necessary power to administer the Plan, including the authority and duty to interpret and apply the Plan's terms, adopt any rules or regulations the Committee deems necessary or desirable to operate the Plan, make whatever determinations are permitted or required to maintain or administer the Plan and take any other actions that prove necessary to administer the Plan properly, in accordance with its terms. Any decision of the Committee as to any matter within its authority will be final, binding and conclusive upon the Company, each Employer, and each Participant, former Participant, Beneficiary or other person claiming under or through any Participant or Beneficiary. An action of the Committee regarding a particular Participant will not be binding on the Committee regarding an action to be taken as to any other Participant. A member of the Committee may be a Participant, but he or she may not participate in any decision that directly affects his or her rights under the Plan, or the computation of his or her Excess Benefit. Each determination required or permitted under the Plan will be made by the Committee in its sole and absolute discretion. The Committee may delegate some or all of its Plan duties or responsibilities.

Section 9. Amendment and Termination. The Company may amend or terminate the Plan by action of its Board of Directors, or by action of a committee authorized by the Company's Board of Directors to amend the Plan. Any Employer may terminate its participation in the Plan at any time by appropriate action, in its discretion. The Plan will automatically terminate as to any Employer upon termination of the Employer's participation in the Salaried Retirement Plan. No amendment or termination of the Plan shall, without the express written consent of the affected current or former Participant or Beneficiary, reduce or alter any benefit entitlement (as defined below) of such Participant or Beneficiary. The benefit entitlement of any Participant or Beneficiary whose Excess Benefit payments shall have commenced on a date prior to or coincident with the date of a Plan termination or amendment shall be the amount and form of payment hereunder in effect at the time of such termination or amendment. The benefit entitlement of any other Participant or Beneficiary at such time shall be the Participant's accrued Excess Benefit as calculated pursuant to Sections 6 and 7 which may not be paid immediately but only at employment termination according to Section 6. Any amendment or termination of the Plan shall be done in a manner so as to comply with Section 409A of the Code, related Treasury regulations and any other IRS guidance promulgated thereunder.

Section 10. Employment. Nothing in this Plan will be deemed to give any person the right to remain in the employ of the Company, any Employer or any of its affiliates, or affect the right of the Company, any Employer or any of its affiliates to terminate or change the terms of any Participant's employment, with or without cause. By accepting any payment under this Plan, each Participant, former Participant and Beneficiary and each person claiming under or through a Participant, former Participant or Beneficiary, is conclusively bound by any action or decision taken or made under the Plan by the Committee, the Company or any Employer.

Section 11. Withholding for Taxes. Notwithstanding anything contained in this Plan to the contrary, any Employer will withhold from any distribution or deferral under the Plan whatever amount or amounts it is required to withhold to comply with the tax withholding provisions of the Code or any state income tax act for purposes of paying any income, estate, inheritance, employment or other tax attributable to any amounts distributable under the Plan.

Section 12. Immunity of Committee Members. The members of the Committee may rely upon any information, report or opinion supplied to them by any officer of an Employer or any legal counsel, independent public accountant or actuary, and will be fully protected in relying on any such information, report or opinion. No member of the Committee will have any liability to the Company, any Employer or any Participant, former Participant, Beneficiary, person claiming under or through any Participant or Beneficiary, or other person interested or concerned in connection with any Plan decision made by that member of the Committee, so long as the decision was based on any such information, report or opinion, and the Committee member relied on it in good faith.

Section 13. Action by Employer. Any action required or permitted to be taken under the Plan by an Employer must be taken by its board of directors, by a duly authorized committee of its board of directors, or by a person or persons authorized by its board of directors or an authorized committee.

Section 14. Effect on Other Employee Benefit Plans. Benefits accrued under this Plan will not be included in the Participant's compensation or earnings for purposes of computing benefits under any other employee benefit plan maintained or contributed to by the Company or any Employer, except as and to the extent required under the terms of that employee benefit plan or applicable law.

Section 15. Non-Alienation of Benefits. A Participant's rights to Excess Benefits under the Plan cannot be granted, transferred, pledged or otherwise assigned, in whole or in part, by the voluntary or involuntary acts of any person, or by operation of law, and will not be liable or taken for any obligation of the Participant. Any attempted grant, transfer, pledge or assignment of a Participant's rights to an Excess Benefit will be null and void and without any legal effect.

Section 16. Employer Liability. Each Employer is liable to pay the Excess Benefits earned or accrued for its eligible employees who are Participants. With the consent of the Company's Board of Directors (or of a duly appointed delegate of the Board of Directors), any Employer may assume any other Employer's Plan liabilities and obligations. To the extent that an Employer assumes another Employer's Plan liabilities or obligations, the second Employer will be released from any continuing obligation under the Plan. At the Company's request, a Participant, former Participant or Beneficiary will sign any documents reasonably required by the Company to effectuate the purposes of this Section 16; provided that Participant's Excess Benefits are not adversely affected.

Section 17. Notices. Any notice required to be given by the Company, an Employer or the Committee must be in writing and must be delivered in person, by registered mail, return receipt requested, or by regular mail, telecopy or electronic mail. Any notice given by mail will be deemed to have been given on the date it was mailed, correctly addressed to the last known address of the person to whom the notice is to be given.

Section 18. Gender, Number and Headings. Except where the context otherwise requires, in this Plan the masculine gender includes the feminine, the feminine includes the masculine, the singular includes the plural, and the plural includes the singular. Headings are inserted for convenience only, are not part of the Plan, and are not to be considered in the Plan's construction.

Section 19. Controlling Law. The Plan will be construed according to the internal Laws of Delaware to the extent they are not preempted by any applicable federal law.

Section 20. Successors. The Plan is binding on all persons entitled to Excess Benefits under it, on their respective heirs and legal representatives, on the Committee and its successor, and on the Company and any Employer and their successors, whether by way of merger, consolidation, purchase or otherwise.

Section 21. Severability. If any provision of the Plan is held to be illegal or invalid for any reason, that illegality or invalidity will not affect the remaining provisions of the Plan, and the Plan will be enforced and administered, from that point forward, as if the invalid provisions had never been part of it.

Section 22. Subsequent Changes. All Excess Benefits to which any Participant, Beneficiary or other person is entitled under this Plan will be determined according to the terms of the Plan as in effect when the Participant ceases to be an employee for purposes of the Salaried Retirement Plan, and will not be affected by any subsequent changes in Plan provisions, unless the Participant again becomes an employee, or unless and to the extent the subsequent change expressly applies to the Participant, his or her Beneficiary, or other person claiming through or on behalf of the Participant or Beneficiary.

Section 23. Benefits Payable to Minors, Incompetents and Others. If any Excess Benefit is payable to a minor, an incompetent, or a person otherwise under a legal disability, or to a person the Committee reasonably believes to be physically or mentally incapable of handling and disposing of his or her property, the Committee has the power to apply all or any part of the Excess Benefit directly to the care, comfort, maintenance, support, education or use of the person, or to pay all or any part of the Excess Benefit to the person's parent, guardian, committee, conservator or other legal representative, to the individual with whom the person is living, or to any other individual or entity having the care and control of the person. The Plan, the Committee, the Company and any Employer and their employees and agents will have fully discharged their responsibilities to the Participant or Beneficiary entitled to a payment by making payment under this Section 23.

Section 24. 409A Compliance. Notwithstanding any Plan provisions herein to the contrary, the Plan shall be interpreted, construed and administered in such a manner so as to comply with the provisions of Code Section 409A, Treasury Regulations and any other related Internal Revenue Service guidance promulgated thereunder.

IN WITNESS WHEREOF, the Company has caused this Plan to be executed in its name and behalf on this ____ day of __________, 2008, to be effective, as amended and restated, as of January 1, 2009.

FMC TECHNOLOGIES, INC.

By: ______________________________

____

Vice President, Administration

Exhibit 10.9(d)

FMC Technologies, Inc.
Non-Qualified Savings and Investment Plan

As Amended and Restated, Effective January 1, 2009

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FMC Technologies, Inc.
Non-Qualified Savings and Investment Plan

Article I
Introduction

Section 1.1 Name; Purpose. The Company established the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan (the "Plan"), originally effective as of September 28, 2001. The Plan is a spin-off of the FMC Corporation Non-Qualified Savings and Investment Plan. Although a rabbi trust may be established in connection with it, this Plan constitutes an unfunded, non-qualified arrangement providing deferred compensation to a select group of management or highly compensated employees (as defined for purposes of Title I of ERISA) of the Company and of certain of the Company's affiliates. Effective January 1, 2009, the Plan is hereby amended and restated to comply with Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"); however, effective January 1, 2005, the Plan has been in operational compliance with Section 409A of the Code.

Section 1.2 Administration of the Plan. The Plan is administered by the Company or, as delegated by the Board, by the Committee. The duties and authority of the Committee include:

(a) interpreting and applying the Plan's terms;

(b) adopting any rules or regulations the Committee deems necessary or desirable to operate the Plan;

(c) making whatever determinations are permitted or required to maintain or administer the Plan; and

(d) taking any other actions that prove necessary to administer the Plan properly, in accordance with its terms.

Any decision of the Committee as to any matter within its authority will be final, binding and conclusive upon the Company, any Employer and each Participant, former Participant, designated beneficiary or other person claiming under or through any Participant or designated beneficiary. No additional authorization or ratification by the Board is necessary for the Committee to act on any matter within its authority. An action taken by the Committee as to a Participant will not be binding on the Committee regarding an action to be taken as to any other Participant. A member of the Committee may be a Participant, but he or she may not participate in any decision that directly affects his or her rights under the Plan, or the computation of his or her Plan benefits. Each determination required or permitted under the Plan will be made by the Committee in its sole and absolute discretion. The Committee may delegate some or all of its duties or responsibilities.

Article II
Definitions

Section 2.1 Account. Account means a bookkeeping Account maintained by the Company for a Participant, including his or her Deferral Contributions Account and Employer Contributions Account.

Section 2.2 Account Balance. Account Balance means the value, as of a specified date, of the Account maintained by the Company on behalf of the Participant's Account, Deferral Contributions Account or Employer Contributions Account.

Section 2.3 Accounting Date. Accounting Date means each business day of the Plan Year.

Section 2.4 Adopting Affiliate. Adopting Affiliate means an entity that, together with the Company, is considered as a single employer under Section 414(b), (c), (m) or (o) of the Code, and has adopted the Savings Plan for its employees.

Section 2.5 Affiliated Group. Affiliated Group the group that consists of the Company and every other entity that, together with the Company, is considered as a single employer under Section 414(b), (c), (m) or (o) of the Code.

Section 2.6 Board. Board means the Board of Directors of the Company.

Section 2.7 Code. Code means the Internal Revenue Code of 1986, as amended.

Section 2.8 Committee. Committee means the FMC Technologies, Inc. Employee Welfare Benefits Plan Committee, or its delegate.

Section 2.9 Company. Company means FMC Technologies, Inc.

Section 2.10 Company Stock. Company Stock means the common stock of the Company.

Section 2.11 Compensation. Compensation means the total compensation paid by the Employer to an eligible employee for each Plan Year that is currently includible in gross income for federal income tax purposes:

(a) including: overtime, administrative and discretionary bonuses (including completion bonuses, gainsharing bonuses and performance related bonuses); sales incentive bonuses; field premiums; back pay and sick pay; plus the eligible employee's pre-tax contributions under the Savings Plan and amounts contributed to a plan described in Code Section 125 or 132; and the incentive compensation (including management incentive bonuses paid in both cash and restricted stock and local incentive bonuses) paid during the Plan Year for services rendered in the preceding Plan Year, and the incentive compensation (of the same types) paid during the preceding Plan Year; amounts deferred under the Plan during the Plan Year;

(b) but excluding: hiring bonuses; referral bonuses; stay bonuses; retention bonuses; awards (including safety awards, and other recognition awards); amounts received as deferred compensation; disability payments from insurance or the Company's long-term disability plan; workers' compensation benefits; state disability benefits; flexible credits (*i.e.*, wellness awards and payments for opting out of benefit coverage); expatriate premiums; grievance or settlement pay; pay in lieu of notice; severance pay; incentives for reduction in force accrued (but not earned) vacation; other special payments such as reimbursements, relocation or moving expense allowances; stock options or other stock-based compensation (except as provided above); any gross-up paid by an Employer on any amount paid that is Compensation (as defined herein); other distributions that receive special tax benefits; any amounts paid by an Employer to cover an employee's FICA tax obligation as to amounts deferred or accrued under any nonqualified retirement plan of an Employer; and any gross-up paid by an Employer on any amount paid that is not Compensation (as defined herein).

Notwithstanding anything herein to the contrary, no amounts paid to a Participant more than 30 days after his or her termination of employment with the Company or a Participating Employer will be considered Compensation.

Section 2.12 Deferral Contributions. Deferral Contributions means the deferral contributions credited to a Participant's Deferral Contributions Account maintained by the Company on behalf of the Participant pursuant to Section 4.1.

Section 2.13 Deferral Contributions Account. Deferral Contributions Account means the Account maintained on behalf of a Participant by the Company to represent the amount of the Deferral Contributions credited in his or her behalf, as adjusted to account for deemed gains and losses, withdrawals and distributions.

Section 2.14 Effective Date. Effective Date means January 1, 2009, the effective date of this amended and restated Plan. The Plan was originally effective September 28, 2001.

Section 2.15 Employer. Employer means the Company and/or any Adopting Affiliate.

Section 2.16 Employer Contributions. Employer Contributions means the contributions credited to a Participant's Employer Contributions Account maintained by the Company on behalf of the Participant pursuant to Section 5.1.

Section 2.17 Employer Contributions Account. Employer Contributions Account means the Account maintained on behalf of a Participant by the Company to represent the amount of Employer Contributions credited in his or her behalf (including Matching Contributions credited in the Participant's behalf under the Plan prior to January 1, 2009), as adjusted to account for deemed gains and losses, withdrawals and distributions.

Section 2.18 ERISA. ERISA means the Employee Retirement Income Security Act of 1974, as amended.

Section 2.19 Excess Compensation. Excess Compensation means Compensation (excluding amounts a Participant deferred on a pre-tax basis under the Savings Plan) in excess of the annual compensation limit set forth under Section 401(a)(17) of the Code, as adjusted, for a given Plan year.

Section 2.20 Participant. Participant means any eligible employee of an Employer who participates in the Plan pursuant to Article III.

Section 2.21 Permitted Investment. Permitted Investment means a notional fund or type of notional investment approved by the Committee for Plan purposes.

Section 2.22 Plan. Plan means this FMC Technologies, Inc Non-Qualified Savings and Investment Plan.

Section 2.23 Plan Year. Plan Year means the calendar year.

Section 2.24 Savings Plan. Savings Plan means the FMC Technologies, Inc. Savings and Investment Plan, as amended from time to time.

Section 2.25 Year of Service. Year of Service means, as to a Participant, the Participant's number of calendar months of employment by the Affiliated Group (including any interruption of employment of up to 12 months) divided by 12. A partial month counts as a whole month, and any fractional year of service is ignored. A period longer than 12 months for which a Participant does not receive Compensation, including (without limitation) any unpaid leave of absence is not counted in determining the Participant's Years of Service, nor does any other interruption of employment longer than 12 months.

Article III
Plan Participation

Section 3.1 Eligibility. An employee of an Employer will be eligible to participate in any Plan Year if he or she meets all of the following conditions:

(a) the employee is part of a select group of management or highly compensated employees, within the meaning of Title I of ERISA;

(b) the employee is eligible to participate in the Savings Plan for the Plan Year; and

(c) the Committee, or its delegate, designates the employee as eligible to participate in the Plan.

Section 3.2 Participation. An employee who meets the conditions of Section 3.1 becomes a Participant effective January 1 of the Plan Year following the Plan Year in which the employee satisfies such conditions, by executing and filing with the Company a deferral election, in the manner determined by the Company and at the time required under Article IV. Once an individual is a Participant, he or she will remain a Participant for so long as he or she has an Account Balance, although a Participant may continue to make Deferral Contributions and receive allocations under the Plan only so long as he or she remains an eligible employee.

Article IV
Deferral Contributions

Section 4.1 Deferral Contributions. Each eligible employee as defined under Section 3.1 who has made an election to defer a portion of his or her Compensation under the Savings Plan for a Plan Year may elect to defer an additional amount under this Plan for that Plan Year, as Deferral Contributions. A Deferral Contribution is an amount, between 1% and 100% of the Participant's Compensation.

A Participant's Deferral Contributions for a Plan Year may not exceed his or her Compensation. A Participant must make his or her deferral election for a Plan Year no later than the last day of the preceding Plan Year, and may not change his or her deferral election during the Plan Year, provided, with respect to the deferral of any Compensation representing "bonus" Compensation, the deferral election must be made no later than the last day of the Plan Year preceding the Plan Year in which the performance of services giving rise to the bonus commences. Notwithstanding the foregoing, when an employee first becomes an eligible employee, he or she may make a deferral election no later than thirty days after becoming an eligible employee, so long as the deferral election applies to Compensation earned during the Plan Year after the date of the deferral election.

Section 4.2 Deferral Contributions Account. The Committee will establish and maintain a Deferral Contributions Account on behalf of each Participant who elects to make Deferral Contributions. The Deferral Contributions Account will be a bookkeeping account maintained by the Company, and will reflect the Deferral Contributions the Participant has elected to make to the Plan, as adjusted pursuant to Article VI to reflect deemed gains and losses, withdrawals and distributions.

Article V
Employer Contributions

Section 5.1 Employer Contributions. Each Plan Year, a Participant will be credited with an Employer Contribution in an amount equal to 5% of the Participant's Excess Compensation and 5% of Deferral Contributions for such Plan Year.

Section 5.2 Employer Contributions Account. The Committee will establish and maintain an Employer Contributions Account on behalf of each Participant who is credited with Employer Contributions. The Employer Contributions Account will be a bookkeeping account maintained by the Company, and will reflect the Employer Contributions that have been credited to the Participant (and Matching Contributions credited to the Participant under the Plan prior to January 1, 2009), as adjusted pursuant to Article VI to reflect deemed gains and losses, withdrawals and distributions.

Article VI
Deemed Earnings on Account Balances

Section 6.1 Deemed Investments.

(a) Each Participant may designate from time to time, in the manner prescribed by the Committee, that all or a portion of his or her Deferral Contributions Account and Employer Contributions Account be deemed to be invested in one or more Permitted Investments. The Committee will establish rules governing the dates as of which amounts will be deemed to be invested in the Permitted Investments chosen by the Participant, and the time and manner in which amounts will be deemed to be transferred from one Permitted Investment to another, pursuant to a Participant's election to change his or her deemed investments. The Committee will also establish a default Permitted Investment, in which the Deferral Contributions Account and Employer Contributions Account of a Participant who fails to make an investment election will be deemed to be invested. The Committee's Plan investment election rules permit a Participant to transfer any or all of his or her Account from one investment option to another investment option.

(b) Each Account will be deemed to receive all interest, dividends, earnings and other property that would be received by it if it were actually invested in the Permitted Investment in which it is deemed to be invested. Similarly, each Account will be deemed to suffer all investment losses and other diminutions it would suffer if it were actually invested in the Permitted Investment in which it is deemed to be invested. Gains and losses will be credited to or debited from each Account at the times and in the manner specified by the Committee.

(c) Elections required or permitted to be made pursuant to this Article VI must be made only by the Participant. Notwithstanding the foregoing, if a Participant dies before his or her entire Account Balance is distributed, or if the Committee determines that a Participant is legally incompetent or otherwise incapable of managing his or her own affairs, the Committee may itself make Plan elections on behalf of the Participant, or may declare that the Participant's designated beneficiary, legal representative or near relative will be permitted to make Plan elections on behalf of the Participant.

(d) Neither the Company nor the Plan need make any Permitted Investment. If, from time to time, the Company actually makes an investment similar to a Permitted Investment, that investment will be solely for the Company's own account, and the Participant will have no right, title or interest in that investment. Each Participant has only the rights of an unsecured creditor of the Company or any Employer, as to any amount owing to him or her under the Plan.

Section 6.2 Crediting of Deferrals and Contributions. The Company will credit all deemed Deferral Contributions to a Participant's Deferral Contributions Account within a reasonable period of time after the date they would have been paid to the Participant if the Participant had not elected to defer them. The Company will credit all deemed Employer Contributions made on a Participant's behalf to the Participant's Employer Contributions Account within a reasonable period after the end of the Plan Year.

Section 6.3 Statement of Accounts. Within a reasonable period of time after the end of each calendar quarter, the Company will provide each Participant with an electronic statement showing the value of his or her Account as of the end of that calendar quarter.

Article VII
Establishment of Trust

Section 7.1 Establishment of Trust. The Company has, in its sole discretion, established a grantor trust in order to accumulate assets to pay Plan obligations. The assets and income of any trust established under this Plan will be subject to the claims of the Company's general creditors, and the Employers' general creditors, but only to the extent such assets are attributable to the contributions made on behalf of employees employed by such Employer.

The establishment or maintenance of a Plan trust will not affect the Employers' liability to pay Plan benefits, except as and to the extent amounts from the trust are actually used to pay a Participant's Plan benefits. If the Company does establish a trust under the Plan, the Company will determine how much will be contributed to the trust and when, and trust assets will be invested in accordance with the terms of the trust.

Section 7.2 Status of Trust. A Participant will have no direct or secured claim in any asset of the trust, or in specific assets of the Company or of his or her Employer, and will have the status of a general unsecured creditor of his or her Employer, for any amounts due under this Plan.

Article VIII
Distribution of Plan Benefits

Section 8.1 Vesting of Accounts. Each Participant will at all times be fully vested in his or her deemed Deferral Contributions Account. A Participant's vested interest in his or her deemed Employer Contributions Account is determined according to the following schedule:

Years of Service	Percent Vested
Fewer than 2	0%
2 but fewer than 3	20%
3 but fewer than 4	40%
4 but fewer than 5	60%
5 or more	100%

Section 8.2 Payment of Account Balances.

(a) Generally, the vested portion of a Participant's Account Balance will be paid to him or her (or, if the Participant has died, to his or her designated beneficiary) in cash, in a single lump sum.

(b) Notwithstanding Section 8.2(a), a Participant to whom this Section 8.2 applies may elect to have the vested portion of his or her Account paid in annual, quarterly or monthly installments over a 5-year-period; provided, such election is made no later than 30 days after the Participant commences initial participation in the Plan or such election is made in accordance with the requirements of Section 8.2(d).

(c) Payment to the Participant of the lump sum or installments shall commence as soon as administratively possible, but in any event no later than 90 days following separation from service for any reason. Notwithstanding a Participant's election to the contrary, payment to the Participant's beneficiary shall be made in a single lump sum payment, such lump sum payment to be made within 90 days following the Participant's date of death. Notwithstanding the foregoing, except for payments made upon separation due to death, no payments shall he made to a Participant who is a "specified employee" (as defined in Code Section 409A) of the Affiliated Group until on or after the first day of the seventh calendar month following the Participant's separation from service. If a separated Participant's vested Account Balance is not greater than $10,000, then such Account Balance shall be paid to the Participant in a lump sum within 90 days following separation from service.

(d) A Participant may change the form and time of payment that he or she previously elected, by notice filed with the Administrator provided:

 (i) Such election shall not take effect until at least 12 months after the date on which the election is made;

 (ii) The first payment with respect to such election must be deferred for a period of not less than five years from the date such payment would otherwise have been made;

 (iii) The new payment election shall not be effective if made less than 12 months prior to the date of the first scheduled payment; and

(iv) The Participant may file a new payment election only while employed by the Company or any other Employer.

Notwithstanding the general distribution election rules under Code Section 409A or the above to the contrary, pursuant to the transition rules set forth in Treasury regulations promulgated pursuant to Code Section 409A and other IRS guidance issued in connection with Code Section 409A thereto, a Participant shall be permitted to make a new payment election with respect to the form of payment of the Participant's Account, provided, such election (1) is made on or before December 31, 2005, December 31, 2006, December 31, 2007 or December 31, 2008, as applicable, (2) shall apply only to amounts that would not otherwise be payable in 2005, 2006, 2007 or 2008, respectively, and (3) shall not cause an amount to be paid in 2005, 2006, 2007 or 2008, respectively, that would not otherwise be payable in such year.

Section 8.3 Payments in the Event of Unforeseeable Emergency. A Participant may request, in the manner and within the time constraints established by the Committee, to receive an emergency payment of some or all of his or her vested Account Balance. The Committee will authorize an emergency payment under this Section 8.4 only if the Participant experiences an unforeseeable emergency consistent with the rules promulgated pursuant to Section 409A of the Code. An emergency payment must be limited to the amount the Participant reasonably needs to satisfy the unforeseeable emergency. An unforeseeable emergency is severe financial hardship to the Participant resulting from:

(a) a sudden and unexpected illness or accident to the Participant or to his or her dependent (as defined in Code Section 152(a)); or

(b) the Participant's losing his or her property due to casualty.

Whether a Participant suffers an unforeseeable emergency depends upon the facts of each case; in no event, however, may the Participant receive an emergency payment if his or her hardship is or may be relieved through reimbursement or compensation by insurance or otherwise, by liquidation of the Participant's assets (to the extent liquidation of those assets would not itself cause severe financial hardship) or by ceasing to make deferrals under the Plan. The need to send a Participant's child to college or the desire to purchase a home are not unforeseeable emergencies.

Section 8.4 Forfeitures. The portion of a Participant's Employer Contributions Account that is not fully vested will be forfeited if the requirements for vesting under Section 8.1 of the Plan are not satisfied.

Section 8.5 Designation of Beneficiaries. Each Participant may name any person or persons to whom his or her vested Account Balance will be paid if the Participant dies before they have been fully distributed. Each beneficiary designation will revoke all prior beneficiary designations made by that Participant. The Committee will designate the time and manner in which a Participant must made a beneficiary designation, but will not require a Participant to obtain the consent of his or her current beneficiary to the naming a new or additional beneficiaries. A beneficiary designation will be effective only if it meets the requirements specified by the Committee. If a Participant fails to designate a beneficiary, or if the Participant's beneficiary dies before the Participant does or before receiving the full amount to which he or she is entitled, the Committee may, in its discretion, pay the vested portion of the Participant's Account Balance (or the portion that remains unpaid) to one or more of the Participant's relatives by blood, adoption or marriage, in the proportions it determines, or to the legal representative of the estate of the later to die of the Participant and his or her designated beneficiary.

Article IX
Amendment and Termination

Section 9.1 Amendment and Termination. The Company has the right to amend or terminate the Plan by action of the Board, or by action of a committee authorized by the Board to amend or terminate the Plan. Any Employer may terminate its participation in the Plan at any time by appropriate action, in its discretion. The Plan will automatically terminate as to any Employer upon termination of the Employer's participation in the Savings Plan. Notwithstanding the foregoing, no Plan amendment or termination may adversely affect the right of a Participant (or his or her designated beneficiary) to vested benefits already accrued in the Participant's behalf under this Plan, unless the Participant (or beneficiary) consents to the amendment. Any amendment or termination of the Plan shall be done in a manner so as to comply with Section 409A of the Code, related Treasury regulations and any other IRS guidance promulgated thereunder.

Article X
General Provisions

Section 10.1 Non-Alienation of Benefits. A Participant's rights to the amounts credited to his or her Account under the Plan cannot be granted, transferred, pledged or otherwise assigned, in whole or in part, by the voluntary or involuntary acts of any person, or by operation of law, and will not be liable or taken for any obligation of the Participant. Any attempted grant, transfer, pledge or assignment of a Participant's rights to Plan benefits will be null and void and without any legal effect.

Section 10.2 Withholding for Taxes. Notwithstanding anything contained in this Plan to the contrary, each Employer will withhold from any distribution, deferral or accrual under the Plan whatever amount or amounts may be required to comply with the tax withholding provisions of the Code or any State income tax act for purposes of paying any income, estate, inheritance, employment or other tax attributable to any amounts distributable or creditable under the Plan.

Section 10.3 Immunity of Committee Members. The members of the Committee may rely upon any information, report or opinion supplied to them by any officer of an Employer or any legal counsel, independent public accountant or actuary, and will be fully protected in relying on any such information, report or opinion. No member of the Committee will have any liability to the Company, any Employer or any Participant, former Participant, designated beneficiary, person claiming under or through any Participant or designated beneficiary, or other person interested or concerned in connection with any Plan decision made by that member of the Committee, so long as the decision was based on any such information, report or opinion, and the Committee member relied on it in good faith.

Section 10.4 Plan Not to Affect Employment Relationship. Neither the adoption of the Plan nor its operation will in any way affect the right and power of an Employer to dismiss or otherwise terminate the employment, or change the terms of employment or amount of compensation, of any Participant at any time, for any reason or without cause. By accepting any payment under this Plan, each Participant, former Participant, and designated beneficiary, and each person claiming under or through a Participant, former Participant or designated beneficiary, is conclusively bound by any action or decision taken or made under the Plan by the Committee, the Company or any Employer

Section 10.5 Action by the Employers. Any action required or permitted to be taken under the Plan by an Employer must be taken by its Board of Directors, by a duly authorized committee of its Board of Directors, or by a person or persons authorized by its Board of Directors or an authorized committee.

Section 10.6 Effect on Other Employee Benefit Plans. Any compensation deferred or accrued under this Plan, and any amount credited to a Participant's Account under this Plan, will not be included in the Participant's compensation or earnings for purposes of computing benefits under any other employee benefit plan maintained or contributed to by the Employer, except as and to the extent required under the terms of that employee benefit plan or applicable law.

Section 10.7 Employer Liability. Each Employer is liable to pay the Plan benefits earned or accrued for its eligible employees who are Participants. With the consent of the Board (or of a duly appointed delegate of the Board), any Employer may assume any other Employer's Plan liabilities and obligations. To the extent that an Employer assumes another Employer's Plan liabilities or obligations, the second Employer will be released from any continuing obligation under the Plan. At the Company's request, a Participant or designated beneficiary will sign any documents reasonably required by the Company to effectuate the purposes of this Section 10.7.

Section 10.8 Notices. Any notice required to be given by the Company, any Employer or the Committee must be in writing and must be delivered in person, by registered mail, return receipt requested, or by regular mail, telecopy or electronic mail. Any notice given by mail will be deemed to have been given on the date it was mailed, correctly addressed to the last known address of the person to whom the notice is to be given.

Section 10.9 Gender, Number and Headings. Except where the context otherwise requires, in this Plan the masculine gender includes the feminine, the feminine includes the masculine, the singular includes the plural, and the plural includes the singular. Headings are inserted for convenience only, are not part of the Plan, and are not to be considered in the Plan's construction.

Section 10.10 Controlling Law. The Plan will be construed according to the internal laws of Delaware, to the extent they are not preempted by any applicable federal law.

Section 10.11 Successors. The Plan is binding on all persons entitled to benefits under it, on their respective heirs and legal representatives, on the Committee and its successor, and on any Employer and its successor, whether by way of merger, consolidation, purchase or otherwise.

Section 10.12 Severability. If any provision of the Plan is held to be illegal or invalid for any reason, that illegality or invalidity will not affect the remaining provisions of the Plan, and the Plan will be enforced and administered, from that point forward, as if the invalid provisions had never been part of it.

Section 10.13 Subsequent Changes. All benefits to which any Participant, designated beneficiary or other person is entitled under this Plan will be determined according to the terms of the Plan as in effect when the Participant ceases to be an eligible employee, and will not be affected by any subsequent change in Plan provisions, unless the Participant again becomes an eligible employee, or unless and to the extent the subsequent change expressly applies to the Participant, his or her designated beneficiary or other person claiming through or on behalf of the Participant or designated beneficiary.

Section 10.14 Benefits Payable to Minors, Incompetents and Others. If any benefit is payable to a minor, an incompetent, or a person otherwise under a legal disability, or to a person the Committee reasonably believes to be physically or mentally incapable of handling and disposing of his or her property, the Committee has the power to apply all or any part of the benefit directly to the care, comfort, maintenance, support, education or use of the person, or to pay all or any part of the benefit to the person's parent, guardian, committee, conservator or other legal representative, to the individual with whom the person is living, or to any other individual or entity having the care and control of the person. The Plan, the Committee, the Company, any Employer and their employees and agents will have fully discharged their responsibilities to the Participant or beneficiary entitled to a payment by making payment under this Section 10.14.

Section 10.15 409A Compliance. Notwithstanding any Plan provisions herein to the contrary, the Plan shall be interpreted, construed and administered in such a manner so as to comply with the provisions of Code Section 409A, Treasury Regulations and any other related Internal Revenue Service guidance promulgated thereunder.

IN WITNESS WHEREOF, the Company has caused this Plan to be executed in its name and behalf on this ____ day of __________, 2008 to be effective, as amended and restated, January 1, 2009.

FMC TECHNOLOGIES, INC.

By: ______________________________

____

Vice President, Administration

Exhibit 15

Letter re: Unaudited Interim Financial Information

FMC Technologies, Inc.
Chicago, Illinois

Re: Registration Statements on Form S-8 (No. 333-62996, 333-76210, 333-76214 and 333-76216)

With respect to the subject registration statements, we acknowledge our awareness of the incorporation by reference therein of our report dated August 6, 2008, related to our review of interim financial information.

Pursuant to Rule 436(c) under the Securities Act of 1933 (the "Act"), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP

Chicago, Illinois
August 6, 2008

Exhibit 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Peter D. Kinnear, certify that:

1. I have reviewed this quarterly report on Form 10-Q of FMC Technologies, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2008

/s/ Peter D. Kinnear

Peter D. Kinnear
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CHIEF FINANCIAL OFFICER CERTIFICATION

I, William H. Schumann, III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of FMC Technologies, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2008

/s/ William H. Schumann, III

William H. Schumann, III
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Certification
of
Chief Executive Officer
Pursuant to 18 U.S.C. 1350
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

I, Peter D. Kinnear, President and Chief Executive Officer of FMC Technologies, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2008, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 6, 2008

/s/ Peter D. Kinnear

Peter D. Kinnear
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

Certification
of
Chief Financial Officer
Pursuant to 18 U.S.C. 1350
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

I, William H. Schumann, III, Executive Vice President and Chief Financial Officer of FMC Technologies, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2008, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 6, 2008

/s/ William H. Schumann, III

William H. Schumann, III
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)