

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>KINNEAR PETER D</u>  (Last) (First) (Middle) 1803 GEARS ROAD  (Street) HOUSTON TX 77067  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>FMC TECHNOLOGIES INC [ FTI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/09/2005</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/09/2005		M		50,000	A	\$20	201,550	D	
Common Stock	08/09/2005		S		100	D	\$39.13	201,450	D	
Common Stock	08/09/2005		S		4,500	D	\$39.16	196,950	D	
Common Stock	08/09/2005		S		200	D	\$39.19	196,750	D	
Common Stock	08/09/2005		S		300	D	\$39.2	196,450	D	
Common Stock	08/09/2005		S		200	D	\$39.21	196,250	D	
Common Stock	08/09/2005		S		100	D	\$39.24	196,150	D	
Common Stock	08/09/2005		S		300	D	\$39.26	195,850	D	
Common Stock	08/09/2005		S		600	D	\$39.27	195,250	D	
Common Stock	08/09/2005		S		300	D	\$39.28	194,950	D	
Common Stock	08/09/2005		S		200	D	\$39.29	194,750	D	
Common Stock	08/09/2005		S		2,700	D	\$39.3	192,050	D	
Common Stock	08/09/2005		S		800	D	\$39.31	191,250	D	
Common Stock	08/09/2005		S		300	D	\$39.32	190,950	D	
Common Stock	08/09/2005		S		500	D	\$39.33	190,450	D	
Common Stock	08/09/2005		S		1,900	D	\$39.35	188,550	D	
Common Stock	08/09/2005		S		2,000	D	\$39.36	186,550	D	
Common Stock	08/09/2005		S		1,000	D	\$39.37	185,550	D	
Common Stock	08/09/2005		S		700	D	\$39.38	184,850	D	
Common Stock	08/09/2005		S		1,900	D	\$39.39	182,950	D	
Common Stock	08/09/2005		S		1,200	D	\$39.4	181,750	D	
Common Stock	08/09/2005		S		300	D	\$39.41	181,450	D	
Common Stock	08/09/2005		S		2,600	D	\$39.42	178,850	D	
Common Stock	08/09/2005		S		1,000	D	\$39.43	177,850	D	
Common Stock	08/09/2005		S		700	D	\$39.44	177,150	D	
Common Stock	08/09/2005		S		2,400	D	\$39.45	174,750	D	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/09/2005		S		1,600	D	\$39.46	173,150	D	
Common Stock	08/09/2005		S		2,200	D	\$39.47	170,950	D	
Common Stock	08/09/2005		S		1,000	D	\$39.48	169,950	D	
Common Stock	08/09/2005		S		1,300	D	\$39.49	168,650	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$20	08/09/2005		M			50,000	01/02/2004	02/15/2011	Common Stock	\$0	165,100	D	

**Explanation of Responses:**

**Remarks:**

This report is the first of two reports filed to report Mr. Kinnear's transactions on 08/09/2005.

/s/ James L. Marvin

08/11/2005

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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