

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>POTTER ROBERT L</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>Senior Vice President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>05/21/2008</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	05/21/2008		M		25,600	A	\$10	119,587	D	
Common Stock	05/21/2008		S		100	D	\$81.94	119,487	D	
Common Stock	05/21/2008		S		100	D	\$82.155	119,387	D	
Common Stock	05/21/2008		S		100	D	\$82.33	119,287	D	
Common Stock	05/21/2008		S		100	D	\$81.92	119,187	D	
Common Stock	05/21/2008		S		100	D	\$82.39	119,087	D	
Common Stock	05/21/2008		S		100	D	\$82.425	118,987	D	
Common Stock	05/21/2008		S		100	D	\$82.395	118,887	D	
Common Stock	05/21/2008		S		100	D	\$81.53	118,787	D	
Common Stock	05/21/2008		S		100	D	\$82.235	118,687	D	
Common Stock	05/21/2008		S		100	D	\$81.96	118,587	D	
Common Stock	05/21/2008		S		100	D	\$82.31	118,487	D	
Common Stock	05/21/2008		S		100	D	\$82.05	118,387	D	
Common Stock	05/21/2008		S		100	D	\$82.42	118,287	D	
Common Stock	05/21/2008		S		100	D	\$82.46	118,187	D	
Common Stock	05/21/2008		S		100	D	\$82.255	118,087	D	
Common Stock	05/21/2008		S		100	D	\$81.95	117,987	D	
Common Stock	05/21/2008		S		100	D	\$82.245	117,887	D	
Common Stock	05/21/2008		S		100	D	\$82.22	117,787	D	
Common Stock	05/21/2008		S		200	D	\$82.27	117,587	D	
Common Stock	05/21/2008		S		200	D	\$82.26	117,387	D	
Common Stock	05/21/2008		S		200	D	\$82.435	117,187	D	
Common Stock	05/21/2008		S		200	D	\$81.55	116,987	D	
Common Stock	05/21/2008		S		200	D	\$82.21	116,787	D	
Common Stock	05/21/2008		S		200	D	\$82.04	116,587	D	
Common Stock	05/21/2008		S		200	D	\$82.15	116,387	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	05/21/2008		S		200	D	\$82.16	116,187	D	
Common Stock	05/21/2008		S		200	D	\$81.52	115,987	D	
Common Stock	05/21/2008		S		200	D	\$82.36	115,787	D	
Common Stock	05/21/2008		S		300	D	\$82.2	115,487	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)	\$10	05/21/2008		M			25,600	01/02/2004	02/15/2011	Common Stock	\$10	25,000	D	

**Explanation of Responses:**

**Remarks:**

Multiple Forms submitted.

By: Elizabeth A. Cook,  
Attorney-in-Fact

05/23/2008

\*\* Signature of Reporting Person      Date

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

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

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**