## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Add				er or Trading S OGIES IN		(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last)	(First)	(Middle)		3. Date of Ear 10/27/2003		action (Month/I	Day/Year)		below)	Officer (give title Other (s			
(Street) CHICAGO (City)	IL (State)	60601 (Zip)	Ī	4. If Amendme	ent, Date o	f Original Filed	(Month/Day/Year)	Line	) X Form filed by On	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date			2. Transactio Date (Month/Day/)	Year) Executi Year) if any	emed on Date, /Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acqu Disposed Of (D) ( and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

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

Code

v

Amount

(e.g., puts, suits, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	Security or Exercise (Month/Day/Year)		3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.		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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Phantom Stock Units	<b>\$0.00</b> <sup>(1)</sup>	10/27/2003	10/27/2003	A		1,212.38		(2)	(2)	Common Stock	0.00 <sup>(3)</sup>	\$2.78 <sup>(4)</sup>	127,003.92	D	
Phantom Stock Units	<b>\$</b> 0.00 <sup>(1)</sup>	10/28/2003	10/28/2003	A		1,276.67		(5)	(5)	Common Stock	0.00 <sup>(3)</sup>	\$2.64 <sup>(4)</sup>	128,280.59	D	

Explanation of Responses:

1. N/A

2. Acquisition of Phantom Stock Units (in an exempt transaction) by the reporting person under the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan (NQ Plan). Phantom Stock Units are payable in cash following termination or retirement of the reporting person's employment with FMC Technologies, Inc., or death.

3. A participant's interest in the NQ Plan is represented in units (referred to as Phantom Stock Units) which consist of phantom shares of FMC Technologies, Inc. Common Stock and uninvested cash balances held by the NQ Plan for administrative convenience.

4. Denotes Unit Price

5. Acquisition of Phantom Stock Units (in an exempt transaction) under the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan (NQ Plan) resulting from matching contribution by issuer. Phantom Stock Units are payable in cash following termination or retirement of the reporting person's employment with FMC Technologies, Inc., or death.

10/29/2003 By: James L. Marvin

Reported

Transaction(s) (Instr. 3 and 4)

(A) or (D)

Price

\*\* 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.