SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Uccelletti Nello	TechnipFMC plc [FTI]	

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	
ONE ST. PAUL'S CHURCHYARD	01/17/2017	

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

President, Onshore/Offshore

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
LONDON X0 EC4M 8AP		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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			
Ordinary Shares	01/17/2017		A		82,742	A	(1)	82,742	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)(2)	(3)(4)	01/17/2017		A		32,096(3)		(4)	06/17/2018	Ordinary Shares(2)	32,096	(2)	32,096	D	
Stock Option (Right to Buy)(2)	(3)(5)	01/17/2017		A		21,288(3)		(5)	06/15/2019	Ordinary Shares(2)	21,288	(2)	21,288	D	
Stock Option (Right to Buy)(2)	(3)(6)	01/17/2017		A		24,000(3)		(6)	06/14/2021	Ordinary Shares(2)	24,000	(2)	24,000	D	
Stock Option (Right to Buy)(2)	(3)(7)	01/17/2017		A		50,000(3)		(7)	09/07/2023	Ordinary Shares(2)	50,000	(2)	50,000	D	
Stock Option (Right to Buy)(2)	(3)(8)	01/17/2017		A		50,000(3)		(8)	07/01/2024	Ordinary Shares(2)	50,000	(2)	50,000	D	

Explanation of Responses:

1. Pursuant to the Business Combination Agreement, dated as of June 14, 2016 (the "BCA") by and among the Issuer, FMC Technologies, Inc. ("FMCTI") and Technip S.A. ("Technip"), each ordinary share of Technip beneficially owned by the Reporting Person at the effective time of the transactions contemplated by the BCA (the "Effective Time") was exchanged for 2.00 ordinary shares of the Issuer (the "Exchange Ratio").

2. Pursuant to the BCA, each option to purchase or subscribe for Technip ordinary shares (a "Technip Option"), whether vested or unvested, that was outstanding immediately prior to the Effective Time, was converted into an option to purchase ordinary shares of the Issuer (an "Issuer Option"), subject to the terms of the BCA.

3. Pursuant to the BCA, (i) the number of ordinary shares of the Issuer subject to each Issuer Option is equal to the product of (x) the number of ordinary shares of Technip subject to the Technip Option immediately prior to the Effective Time and (y) the Exchange Ratio (rounded down to the nearest whole number) and (ii) each Issuer Option has an exercise price per ordinary share of the Issuer equal to (a) the exercise price per ordinary share of Technip immediately prior to the Effective Time divided by (b) the Exchange Ratio (rounded up to the nearest whole cent), subject to the terms of the BCA.

4. The option is fully vested and immediately exercisable at an exercise price of 36.35EUR per ordinary share.

5. The option is fully vested and immediately exercisable at an exercise price of 37.27EUR per ordinary share.

6. The option will vest on June 14, 2017 and will be exercisable at an exercise price of 42.87EUR per ordinary share.

7. The option will vest on September 7, 2019 and will be exercisable at an exercise price of 23.92EUR per ordinary share.

8. The option will vest on July 1, 2020 and will be exercisable at an exercise price of 24.17EUR per ordinary share.

Remarks:

Lisa P. Wang, Attorney-In-Fact   01/18/2017

** 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.