

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

<b>1. Name and Address of Reporting Person*</b> <u>POTTER ROBERT L</u> _____ (Last) (First) (Middle) <u>1803 GEARS ROAD</u> _____ (Street) <u>HOUSTON TX 77067</u> _____ (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>Vice President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>05/11/2006</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	05/11/2006		M		26,100	A	\$19.39	80,129	D	
Common Stock	05/11/2006		S		5,700	D	\$70.5	74,429	D	
Common Stock	05/11/2006		S		300	D	\$70.49	74,129	D	
Common Stock	05/11/2006		S		7,400	D	\$70.47	66,729	D	
Common Stock	05/11/2006		S		2,600	D	\$70.46	64,129	D	
Common Stock	05/11/2006		S		3,200	D	\$70.44	60,929	D	
Common Stock	05/11/2006		S		2,800	D	\$70.43	58,129	D	
Common Stock	05/11/2006		S		4,100	D	\$70.4	54,029	D	
Common Stock	05/11/2006		S		582	D	\$70.44	53,447	D	
Common Stock	05/11/2006		S		700	D	\$70.45	52,747	D	
Common Stock	05/11/2006		S		1,700	D	\$70.37	51,047	D	
Common Stock	05/11/2006		S		5,600	D	\$70.35	45,447	D	
Common Stock	05/11/2006		S		100	D	\$70.34	45,347	D	
Common Stock								6,888.01	I	By Qualified 401(k) Plan

**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				
Employee Stock Option (right to buy)	\$19.39	05/11/2006		M			26,100	01/02/2006	02/20/2013	Common Stock	26,100	\$0	0.00	D	

Explanation of Responses:

Remarks:

By: James L. Marvin,                      05/15/2006  
attorney-in-fact for

\*\* 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.