

FMC TECHNOLOGIES INC  
Form 8-K  
May 20, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) May 15, 2009**

**FMC TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-16489**  
(Commission File Number)

**1803 Gears Road, Houston, TX 77067**

(Address of principal executive offices) (Zip Code)

**36-4412642**  
(I.R.S. Employer

Identification No.)

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(281) 591-4000

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) Amendment of Articles

On May 15, 2009, stockholders at the Company's annual meeting of stockholders voted in favor of the Board of Directors' proposal to amend, effective immediately, the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 195 million shares to 300 million shares.

A copy of the amendment to the Company's Amended and Restated Certificate of Incorporation is filed as Exhibit 3.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibit**

3.1 Amendment to the FMC Technologies, Inc. Amended and Restated Certificate of Incorporation, effective May 19, 2009.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**FMC TECHNOLOGIES, INC.**

*Date: May 19, 2009*

By: /s/ William H. Schumann, III  
*William H. Schumann, III*  
*Executive Vice President and Chief Financial Officer*