

FMC TECHNOLOGIES INC  
 Form 4  
 December 21, 2004

**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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POTTER ROBERT L**

(Last) (First) (Middle)  
 1803 GEARS ROAD  
 (Street)

HOUSTON, TX 77067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FMC TECHNOLOGIES INC [FTI]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/20/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 12/20/2004                           |  | M                              |   | 7,595   | A  | \$ 8.15                           |
| Common Stock                    | 12/20/2004                           |  | M                              |   | 6,510   | A  | \$ 12.82                          |
| Common Stock                    | 12/20/2004                           |  | M                              |   | 10,127  | A  | \$ 12.44                          |
| Common Stock                    | 12/20/2004                           |  | M                              |   | 17,723  | A  | \$ 12.79                          |
| Common Stock                    | 12/20/2004                           |  | S                              |   | 7,595   | D  | \$ 31.99                          |

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|              |            |   |        |   |          |          |   |                          |
|--------------|------------|---|--------|---|----------|----------|---|--------------------------|
| Common Stock | 12/20/2004 | S | 6,510  | D | \$ 31.92 | 65,550   | D |                          |
| Common Stock | 12/20/2004 | S | 10,127 | D | \$ 31.85 | 55,423   | D |                          |
| Common Stock | 12/20/2004 | S | 17,723 | D | \$ 31.85 | 37,700   | D |                          |
| Common Stock |            |   |        |   |          | 5,949.22 | I | By Qualified 401(k) Plan |

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 8.15  | 12/20/2004                           |  | M                              | 7,595   | 01/03/1995 01/09/2006                                    | Common Stock  | 7,595  |                            |
| Employee Stock Option (right to buy)       | \$ 12.82   | 12/20/2004                           |  | M                              | 6,510   | 01/02/1996 03/12/2007                                    | Common Stock  | 6,510  |                            |
| Employee Stock Option (right to buy)       | \$ 12.44   | 12/20/2004                           |  | M                              | 10,127  | 01/02/1997 02/18/2008                                    | Common Stock  | 10,127 |                            |
|  | \$ 12.79   | 12/20/2004                           |  | M                              | 17,723  | 01/02/1998 03/31/2009                                    |   | 17,723 |                            |

Employee  
 Stock  
 Option  
 (right to  
 buy)

Common  
 Stock

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| POTTER ROBERT L<br>1803 GEARS ROAD<br>HOUSTON, TX 77067 |               |           | Vice President |       |

## Signatures

By: James L. Marvin                      12/21/2004

\_\_Signature of Reporting Person                      Date

## Explanation of Responses:

- \* 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.