

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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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 or Price		
Common Stock	12/20/2004		M		7,595 A \$ 8.15	45,295	D
Common Stock	12/20/2004		M		6,510 A \$ 12.82	51,805	D
Common Stock	12/20/2004		M		10,127 A \$ 12.44	61,932	D
Common Stock	12/20/2004		M		17,723 A \$ 12.79	79,655	D
Common Stock	12/20/2004		S		7,595 D \$ 31.99	72,060	D

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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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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 1803 GEARS ROAD HOUSTON, TX 77067			Vice President	

Signatures

By: James L. Marvin
 Date: 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.
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