

FMC TECHNOLOGIES INC  
 Form 4  
 February 28, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**CARR JEFFREY W**

(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)  
 02/24/2005

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 Pres & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/24/2005		M	9,042 A \$ 19.32	54,660	D	
Common Stock	02/24/2005		S	300 D \$ 33.77	54,360	D	
Common Stock	02/24/2005		S	100 D \$ 33.79	54,260	D	
Common Stock	02/24/2005		S	100 D \$ 33.8	54,160	D	
Common Stock	02/24/2005		S	200 D \$ 33.81	53,960	D	

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Common Stock	02/24/2005	S	300	D	\$ 33.82	53,660	D
Common Stock	02/24/2005	S	700	D	\$ 33.83	52,960	D
Common Stock	02/24/2005	S	400	D	\$ 33.84	52,560	D
Common Stock	02/24/2005	S	100	D	\$ 33.85	52,460	D
Common Stock	02/24/2005	S	400	D	\$ 33.86	52,060	D
Common Stock	02/24/2005	S	742	D	\$ 33.87	51,318	D
Common Stock	02/24/2005	S	1,400	D	\$ 33.88	49,918	D
Common Stock	02/24/2005	S	900	D	\$ 33.89	49,018	D
Common Stock	02/24/2005	S	200	D	\$ 33.9	48,818	D
Common Stock	02/24/2005	S	600	D	\$ 33.91	48,218	D
Common Stock	02/24/2005	S	100	D	\$ 33.92	48,118	D
Common Stock	02/24/2005	S	300	D	\$ 33.94	47,818	D
Common Stock	02/24/2005	S	500	D	\$ 33.97	47,318	D
Common Stock	02/24/2005	S	900	D	\$ 33.98	46,418	D
Common Stock	02/24/2005	S	400	D	\$ 33.99	46,018	D
Common Stock	02/24/2005	S	400	D	\$ 34	45,618	D

Common Stock						5,475.97	I	By Qualified 401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.32	02/24/2005		M	9,042	01/02/2001 02/24/2008	Common Stock	9,042

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR JEFFREY W 1803 GEARS ROAD HOUSTON, TX 77067			Vice Pres & General Counsel	

**Signatures**

By: By: James L. Marvin                      02/28/2005  
 \*\*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).  
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