FMC TECHNOLOGIES INC

Form 4

August 24, 2006

FORM 4

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

2. Issuer Name and Ticker or Trading

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

Symbol

(Print or Type Responses)

1. Name and Address of Reporting Person *

NETHERLAND JOSEPH H

FMC TECHNOLOGIES INC [FTI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) __X__ Director 10% Owner Other (specify X_ Officer (give title 1803 GEARS ROAD 08/23/2006 below) below) CEO and Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77067 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 08/23/2006 S 200 D 321,501 D Stock 61.65 Common 08/23/2006 S 800 D 320,701 D Stock Common S 500 D D 08/23/2006 320,201 Stock Common 08/23/2006 S 400 D 319,801 D Stock Common 08/23/2006 S 200 \$ 61.7 319,601 D D Stock

OMB 3235-0287 Number:

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Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

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Common Stock	08/23/2006	S	300	D	\$ 61.72	319,301	D	
Common Stock	08/23/2006	S	1,200	D	\$ 61.73	318,101	D	
Common Stock	08/23/2006	S	200	D	\$ 61.76	317,901	D	
Common Stock	08/23/2006	S	700	D	\$ 61.77	317,201	D	
Common Stock	08/23/2006	S	200	D	\$ 61.79	317,001	D	
Common Stock	08/23/2006	S	1,100	D	\$ 61.8	315,901	D	
Common Stock	08/23/2006	S	300	D	\$ 61.86	315,601	D	
Common Stock	08/23/2006	S	800	D	\$ 61.95	314,801	D	
Common Stock	08/23/2006	S	800	D	\$ 62.11	314,001	D	
Common Stock	08/23/2006	S	700	D	\$ 62.18	313,301	D	
Common Stock	08/23/2006	S	3,100	D	\$ 62.2	310,201	D	
Common Stock	08/23/2006	S	300	D	\$ 62.24	309,901	D	
Common Stock	08/23/2006	S	100	D	\$ 62.27	309,801	D	
Common Stock	08/23/2006	S	300	D	\$ 62.33	309,501	D	
Common Stock	08/23/2006	S	1,000	D	\$ 62.34	308,501	D	
Common Stock	08/23/2006	S	400	D	\$ 62.37	308,101	D	
Common Stock						774.77	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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SEC 1474 (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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								А	mount		
								01			
						Date	Expiration		umber		
						Exercisable	Date	of			
				Code V	(A) (D)			SI	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NETHERLAND JOSEPH H 1803 GEARS ROAD	X		CEO and Chairman of the Board			
HOUSTON, TX 77067						

Signatures

By: By: James L. Marvin, attorney-in-fact for 08/24/2006

**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).

Remarks:

This is the second of two forms to reports Mr. Netherland's stock transactions on August 23, 2006. This form completes the fi 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.

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