

FMC TECHNOLOGIES INC

Form 4

May 15, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CANNON CHARLES H JR

(Last) (First) (Middle)

200 EAST RANDOLPH DRIVE

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FMC TECHNOLOGIES INC [FTI]

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

05/11/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/11/2006		M	50,000	A \$ 20	54,757	D
Common Stock	05/11/2006		S	100	D \$ 70.7	54,657	D
Common Stock	05/11/2006		S	400	D \$ 70.31	45,357	D
Common Stock	05/11/2006		S	300	D \$ 70.3	45,057	D
Common Stock	05/11/2006		S	200	D \$ 70.29	44,857	D

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Common Stock	05/11/2006	S	400	D	\$ 70.28	44,457	D	By Qualified 401(k) Plan
Common Stock	05/11/2006	S	100	D	\$ 70.24	44,357	D	
Common Stock	05/11/2006	S	100	D	\$ 70.23	44,257	D	By Qualified 401(k) Plan
Common Stock	05/11/2006	S	200	D	\$ 70.17	44,057	D	
Common Stock						537.62	I	By Qualified 401(k) Plan
Common Stock	05/11/2006	S	300	D	\$ 70.67	54,357	D	
Common Stock	05/11/2006	S	200	D	\$ 70.65	54,157	D	By Qualified 401(k) Plan
Common Stock	05/11/2006	S	100	D	\$ 70.63	54,057	D	
Common Stock	05/11/2006	S	400	D	\$ 70.59	53,657	D	By Qualified 401(k) Plan
Common Stock	05/11/2006	S	200	D	\$ 70.58	53,457	D	
Common Stock	05/11/2006	S	100	D	\$ 70.57	53,357	D	By Qualified 401(k) Plan
Common Stock	05/11/2006	S	400	D	\$ 70.55	52,957	D	
Common Stock	05/11/2006	S	400	D	\$ 70.54	52,557	D	By Qualified 401(k) Plan
Common Stock	05/11/2006	S	300	D	\$ 70.53	52,257	D	
Common Stock	05/11/2006	S	600	D	\$ 70.51	51,657	D	By Qualified 401(k) Plan
Common Stock	05/11/2006	S	1,000	D	\$ 70.5	50,657	D	
Common Stock	05/11/2006	S	400	D	\$ 70.46	50,257	D	By Qualified 401(k) Plan
Common Stock	05/11/2006	S	100	D	\$ 70.45	50,157	D	
Common Stock	05/11/2006	S	1,500	D	\$ 70.41	48,657	D	By Qualified 401(k) Plan
Common	05/11/2006	S	300	D	\$	48,357	D	

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Stock						70.37	
Common Stock	05/11/2006	S	500	D	\$ 70.36	47,857	D
Common Stock	05/11/2006	S	400	D	\$ 70.35	47,457	D
Common Stock	05/11/2006	S	200	D	\$ 70.34	47,257	D
Common Stock	05/11/2006	S	300	D	\$ 70.33	46,957	D
Common Stock	05/11/2006	S	1,200	D	\$ 70.32	45,757	D

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)	\$ 20	05/11/2006		M		50,000		01/02/2004	02/15/2011	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CANNON CHARLES H JR 200 EAST RANDOLPH DRIVE CHICAGO, IL 60601	Senior Vice President

Signatures

By: By: James L. Marvin,
attorney-in-fact for

05/15/2006

__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:

A second form is following to complete the filing. The maximum number of transactions (30) was included on this form.

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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