

FMC TECHNOLOGIES INC

Form 4

December 01, 2005

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
Number: 3235-0287
 Expires: January 31,
 2005
 Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAMBU RONALD D

(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)

11/29/2005

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 below) ____ Other (specify below)

Vice President and Controller

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of
 information contained in this form are not
 required to respond unless the form
 displays a currently valid OMB control
 number.**

SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur
---------------------------------------	------------------------------	---	---	------------------------	--	--	---	-------------------------

Edgar Filing: FMC TECHNOLOGIES INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								(Instr. 8)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(1)	11/29/2005(2)	11/29/2005	A	146.15		(3)	(3)			Common Stock	0 (4) \$ 5.
Phantom Stock Units	(1)	11/30/2005(6)	11/30/2005	A	190.62		(3)	(3)			Common Stock	0 (4) \$ 5.

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAMBU RONALD D 1803 GEARS ROAD HOUSTON, TX 77067	Vice President and Controller

Signatures

By: James L.
Marvin 12/01/2005

__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).

(1) N/A

(2) Acquisition of Phantom Stock Units (in an exempt transaction) by the reporting person under the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan (NQ Plan). Phantom Stock Units are payable in cash following termination or retirement of the reporting person's employment with FMC Technologies, Inc., or death.

(3) Phantom Stock Units are payable in cash following termination or retirement of the reporting person's employment with FMC Technologies, Inc., or death.

(4) A participant's interest in the NQ Plan is represented in units (referred to as Phantom Stock Units) which consist of phantom shares of FMC Technologies, Inc. Common Stock and uninvested cash balances held by the NQ Plan for administrative convenience.

(5) Denotes Unit Price

(6) Acquisition of Phantom Stock Units (in an exempt transaction) under the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan (NQ Plan) resulting from matching contribution by issuer. Phantom Stock Units are payable in cash following termination or retirement of the reporting person's employment with FMC Technologies, Inc., or death.

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.