#### FMC TECHNOLOGIES INC

Form 4 May 03, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** LARSEN ASBJORN			er Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer
(T)	(F' 1) (A		TECHNOLOGIES INC [FT	[I] (Check all applicable)
(Last)	(First) (N		of Earliest Transaction	
			Day/Year)	_X_ Director 10% Owner
1803 GEAR	RS ROAD	05/01/2	2006	Officer (give title Other (specify below)
	(Street)	4. If Am	endment, Date Original	6. Individual or Joint/Group Filing(Check
		Filed(Mo	onth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person
HOUSTON	, TX 77067			Form filed by More than One Reporting Person
(City)	(State)	(Zip) Tak	ole I - Non-Derivative Securities	s Acquired, Disposed of, or Beneficially Owned
1.Title of	2. Transaction Date	2A. Deemed	<ol> <li>4. Securities Acqui</li> </ol>	ired 5. Amount of 6. Ownership 7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of	(D) Securities Form: Direct Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)	Beneficially (D) or Beneficial
		(Month/Day/Year)	(Instr. 8)	Owned Indirect (I) Ownership
				Following (Instr. 4) (Instr. 4)
			(A)	Reported
			or	Transaction(s)
			Code V Amount (D) P	Price (Instr. 3 and 4)
Common Stock	05/01/2006		A 1,526 A \$ 55	5.71 19,788 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: FMC TECHNOLOGIES INC - Form 4

1. Title of	2.	3. Transaction Date		4.	5. Number			7. Title and A		
Derivative	Conversion	(Month/Day/Year)		Transactio		Expiration D		Underlying S		Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day	(Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5)
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3, 4,					
					and 5)					
				Code V	(A) (D)	Date	Expiration	Title	Amount	
					( ) ( )	Exercisable	Date		or	
									Number	
									of	
									Shares	
Phantom								Common		
Stock	<u>(1)</u>	05/01/2006		A	808	(2)	(2)		808	\$ 55.7
Units								Stock		
C 1116										

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
LARSEN ASBJORN 1803 GEARS ROAD HOUSTON, TX 77067	X					

## **Signatures**

By: By: James L. Marvin, attorney-in-fact for 05/03/2006

\*\*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).
- (1) 1-for-
- (2) Phantom Stock Units are payable in Common Stock following termination or retirement of the reporting person's employment with FMC Technologies, Inc., disability or death.

#### **Remarks:**

Fractional shares reported in previous filings have been dropped resulting in an adjustment of .73 fewer non-derivative securit 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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