FMC TECHNOLOGIES INC
Form DEF 14A
March 28, 2008

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NOTICE & PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

FMC TECHNOLOGIES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form of Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Friday, May 9, 2008

11:00 a.m.

Fluid Control Stephenville Plant

2825 W Washington Street

Stephenville, Texas 76401

March 28, 2008

Dear Stockholder:

It is my pleasure to invite you to attend the 2008 Annual Meeting of Stockholders of FMC Technologies, Inc., which will be held at the time and place noted above. At the meeting, we will ask our stockholders to:

- Re-elect three directors, C. Maury Devine, Thomas M. Hamilton, and Richard A. Pattarozzi, each for a term of three years;
- Approve the material terms of the performance goals under our Incentive Compensation and Stock Plan; and
- Vote on any other business properly brought before the meeting.

Please refer to the accompanying Proxy Statement for additional information about the matters to be considered at the meeting.

You may vote at the meeting if you were a stockholder of record on March 3, 2008.

MANAGEMENT RECOMMENDS A VOTE FOR THE RE-ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR AND FOR THE APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER OUR INCENTIVE COMPENSATION AND STOCK PLAN.

Your vote is important. To be sure that your vote counts and to assure a quorum, please submit your vote promptly whether or not you plan to attend the meeting. You can revoke a proxy prior to its exercise at the meeting by following the instructions in the accompanying Proxy Statement.

Our stockholders have a choice of voting on the Internet, by telephone or by mailing a traditional proxy card. If you are a stockholder of record and you plan to attend the meeting, please mark the appropriate box on your proxy card or use the alternative Internet or telephone voting options in accordance with the voting instructions you have received. If you vote by telephone or on the Internet, you do not need to return your proxy card. If your shares are held by a bank, broker or other intermediary and you plan to attend, please send written notification to our Investor Relations Department, 1803 Gears Road, Houston, Texas 77067, and enclose evidence of your ownership (such as a letter from the bank, broker or intermediary confirming your ownership or a bank or brokerage firm account statement). The names of all those indicating they plan to attend the Annual Meeting of Stockholders will be placed on an admission list held at the registration desk at the entrance to the meeting.

Stockholders may help us reduce printing and mailing costs by opting to receive future proxy materials by e-mail. Information about how to do this is included in the accompanying Proxy Statement.

By order of the Board of Directors,

Jeffrey W. Carr

Vice President, General Counsel and Secretary

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I. Information About Voting

Who is soliciting my vote?

The Board of Directors of FMC Technologies, Inc. (FMC Technologies or the Company, we, us or our) is soliciting proxies for us at our 2008 Annual Meeting of Stockholders and any adjournments of that meeting. We first mailed this Proxy Statement, the accompanying form of proxy and our Annual Report for 2007 on March 28, 2008. It was also made available on our website, www.fmctechnologies.com, on that date.

What am I voting on?

The agenda for the Annual Meeting is to:

1. Re-elect three directors: C. Maury Devine, Thomas M. Hamilton, and Richard A. Pattarozzi;

2. Approve the material terms of the performance goals under our Incentive Compensation and Stock Plan; and

3. Conduct any other business properly brought before the meeting and any adjournment thereof.

How does the Board recommend that I vote my shares?

The Board recommends that you vote **FOR** the Board s proposal to elect the three nominated directors and **FOR** the Board s proposal to approve the material terms of the performance goals under the Incentive Compensation and Stock Plan. Unless you give other instructions on your signed, dated and returned proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board of Directors. The Board s recommendation can be found with the description of each item in the proxy statement.

Who can vote?

You can vote at the Annual Meeting if you were a holder of FMC Technologies common stock as of the close of business on March 3, 2008. Each share of common stock is entitled to one vote. As of March 3, 2008, we had 129,560,014 shares of common stock outstanding and entitled to vote. The shares you may vote include those held directly in your name as a stockholder of record, shares you hold through our benefit plans and shares held for you as a beneficial owner through a broker, bank or other nominee.

Many of our stockholders hold their shares through a stockbroker, bank or other nominee rather than directly in their name. If your shares are registered directly in your name with our transfer agent, National City Bank, you are considered the stockholder of record with respect to those shares, and we are sending these proxy materials directly to you. As the stockholder of record, you have the right to grant your voting proxy to the persons appointed by us or to vote in person at the Annual Meeting. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker or nominee who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or nominee on how to vote your shares, and you are also invited to attend the Annual Meeting. However, since you are not a stockholder of record, you may not vote these shares in person at the Annual Meeting unless you bring with you a proxy, executed in your favor, from the stockholder of record. Your broker or nominee is obligated to provide you with a voting instruction card for you to use.

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How do I vote?

You may vote your shares in one of the following ways:

- You can attend the Annual Meeting and cast your vote there if you are a stockholder of record on the record date or you have a proxy from the record holder designating you as the proxy.
- You can vote by signing, dating and returning the enclosed proxy card by mail. If you do, the individuals named on the card will vote your shares in the way you indicate.
- You can vote by telephone or through the Internet in accordance with the instructions printed on the proxy card or other instructions that you receive from us or your bank, broker or other nominee.
- You can provide voting instructions to the bank, broker or other nominee that is the holder of record of shares of Common Stock that you beneficially own, if you hold your shares in street name (such as through a bank or broker), by the method communicated to you by such bank, broker or other nominee.

Telephone and Internet voting for stockholders of record will be available 24 hours a day, seven days a week, and will close at 11:59 p.m. Eastern Daylight Time on May 8, 2008. If you vote by telephone or through the Internet, you do not have to return your proxy card.

Who counts the votes?

Our Board of Directors will designate individuals to serve as inspectors of election for the Annual Meeting. The inspectors will determine the number of shares outstanding and the number of shares represented at the Annual Meeting. They will also determine the validity of proxies and ballots, count all of the votes and determine the results of the actions taken at the Annual Meeting.

How many votes must be present to hold the meeting?

Your shares are counted as present at the Annual Meeting if you attend the meeting and vote in person or if you properly return a proxy by Internet, telephone or mail. In order for us to hold our meeting, holders of a majority of our outstanding shares of common stock as of March 3, 2008, must be present in person or by proxy at the meeting. This is referred to as a quorum. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the meeting.

What is a broker non-vote?

If a broker does not have discretion to vote shares held in street name on a particular proposal and does not receive instructions from the beneficial owner on how to vote the shares, the broker may return the proxy card without voting on that proposal. This is known as a *broker non-vote*. Broker non-votes will have no effect on the vote for any matter properly introduced at the meeting.

If you are a beneficial owner, your bank, broker or other holder of record is permitted to vote your shares on the election of directors even if the broker does not receive voting instructions from you.

How many votes are needed to approve the proposals?

A plurality of the votes cast is required for the election of directors. This means that the three director nominees with the most votes will be elected to the Board of Directors. Only votes FOR or WITHHELD affect the outcome. Abstentions are not counted for purposes of the election of directors.

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Our proposal to approve the material terms of the performance goals under our Incentive Compensation and Stock Plan requires the affirmative FOR vote of a majority of those shares present in person or represented by proxy at the meeting and entitled to vote on the proposal.

Could other matters be decided at the Annual Meeting?

At the date this Proxy Statement went to press, we did not know of any matters to be raised at the Annual Meeting other than those referred to in this Proxy Statement.

If other matters are properly presented at the Annual Meeting for consideration, the proxy holders designated on the proxy cards or designated in the other voting instructions you have submitted will have the discretion to vote on those matters for you.

Can I access the notice of Annual Meeting, Proxy Statement and 2007 Annual Report on the Internet?

The Notice of Annual Meeting, Proxy Statement and 2007 Annual Report may be viewed and downloaded from our website at www.fmctechnologies.com/2008Proxy and www.fmctechnologies.com/2007AnnualReport. Instead of receiving future copies of our Proxy Statement and Annual Report by mail, most stockholders can elect to receive an e-mail that will provide electronic links to the materials. Opting to receive your proxy materials online will save the cost of producing and mailing documents to your home or business, and also will give you an electronic link to the proxy voting site.

Can I revoke a proxy after I submit it?

You may revoke your proxy at any time before it is exercised. You can revoke a proxy by:

- Sending a written notice revoking your proxy to our Secretary at our principal executive offices at 1803 Gears Road, Houston, Texas 77067 prior to the cut-off for voting;
- Delivering a properly executed, later-dated proxy prior to the cut-off for voting;
- Voting again by telephone or through the Internet in accordance with the instructions provided to you for voting your shares; or
- Attending the Annual Meeting and voting in person.

Who can attend the meeting?

The Annual Meeting is open to all holders of FMC Technologies common stock. Each holder is permitted to bring one guest. Security measures will be in effect in order to ensure the safety of attendees.

Do I need a ticket to attend the Annual Meeting?

Yes, you will need an admission ticket or proof of ownership of FMC Technologies stock to enter the meeting. If your shares are registered in your name, you will find an admission ticket attached to the proxy card sent to you. If your shares are in the name of your broker or bank or you received your materials electronically, you will need to bring evidence of your stock ownership, such as your most recent brokerage statement. All stockholders will be required to present valid picture identification. IF YOU DO NOT HAVE VALID PICTURE IDENTIFICATION AND EITHER AN ADMISSION TICKET OR PROOF THAT YOU OWN FMC

TECHNOLOGIES STOCK, YOU MAY NOT BE ADMITTED INTO THE MEETING.

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II. Proposal 1 Election of Directors

Election of Directors

We have three classes of directors, each class being of as nearly equal in size as possible. The term for each class is three years. Class terms expire on a rolling basis, so that one class of directors is elected each year. The term for the nominees for director at the 2008 Annual Meeting will expire at the 2011 Annual Meeting.

Nominees for Director

The nominees for director this year are C. Maury Devine, Thomas M. Hamilton, and Richard A. Pattarozzi. Information about the nominees, the continuing directors and the Board of Directors as a whole is contained in the section of this Proxy Statement entitled Board of Directors.

The Board of Directors expects that all of the nominees will be able and willing to serve as directors. If any nominee is not available:

- the proxies may be voted for another person nominated by the current Board of Directors to fill the vacancy;
- the Board of Directors may decide to leave the vacancy temporarily unfilled; or
- the size of the Board of Directors may be reduced.

The Board of Directors recommends a vote FOR the re-election of C. Maury Devine, Thomas M. Hamilton, and Richard A. Pattarozzi.

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III. Board of Directors

Nominees for Director

Class I Term Expiring in 2008

C. Maury Devine

Principal Occupation: Retired President and Managing Director, ExxonMobil Norway Inc., an oil and gas exploration company

Age: 57

Director Since: 2005

Ms. Devine served as President and Managing Director of ExxonMobil Corporation s Norwegian affiliate, ExxonMobil Norway, Inc., from 1996 to 2000. Prior to the merger of ExxonMobil, she served as Secretary of Mobil Corporation from 1994 to 1996. From 1990 to 1994, Ms. Devine managed Mobil s international government relations. From 2000 to 2003, Ms. Devine was a Fellow at Harvard University s Belfer Center for Science and International Affairs. Prior to joining Mobil, Ms. Devine served 15 years in the United States government in positions at the White House, the American Embassy in Paris, France, and the U.S. Department of Justice. Ms. Devine serves on the Board of Directors of Det Norske Veritas (DNV), the Washington Jesuit Academy, and the National Foreign Language Center. She is also a member of the Council on Foreign Relations.

Thomas M. Hamilton

Principal Occupation: Retired Chairman, President and Chief Executive Officer of EEX Corporation, an oil and gas exploration company

Age: 64

Director Since: 2001

Mr. Hamilton has been Co-Owner of Medora Investments, a private investment firm, since April 2003. Mr. Hamilton served as the Chairman, President and Chief Executive Officer of EEX Corporation from January 1997 until his retirement in November 2002. From 1992 to 1997, Mr. Hamilton served as Executive Vice President of Pennzoil Company and as President of Pennzoil Exploration and Production Company. Mr. Hamilton was a director of BP Exploration, where he served as Chief Executive Officer of the Frontier and International Operating Company of BP Exploration from 1989 to 1991 and as the General Manager for East Asia/Australia/Latin America from 1988 to 1989. From 1985 to 1988, he held the position of Senior Vice President of Exploration at

Standard Oil Company, prior to its merger with BP. Mr. Hamilton serves on the Board of Directors of Hercules Offshore, Inc. and Methanex Corporation.

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Richard A. Pattarozzi

Principal Occupation: Retired Vice President of Shell Oil Company

Age: 64

Director Since: 2002

Mr. Pattarozzi served as Vice President of Shell Oil Company from March 1999 until his retirement in January 2000. He previously served as President and Chief Executive Officer for both Shell Deepwater Development, Inc. and Shell Deepwater Production, Inc. from 1995 until 1999. Mr. Pattarozzi serves as non-executive Chairman of the Board of Stone Energy Corporation and he serves on the Boards of Directors of Global Industries, Ltd., Tidewater, Inc. and Superior Energy Services, Inc.

Directors Continuing in Office

Class II Term Expiring in 2009

Peter D. Kinnear

Principal Occupation: President and Chief Executive Officer, FMC Technologies

Age: 61

Director Since: 2006

Mr. Kinnear has served as President and Chief Executive Officer of FMC Technologies since March 2007. Mr. Kinnear served as President and Chief Operating Officer of FMC Technologies from March 2006 to March 2007. Mr. Kinnear served as Executive Vice President of the Energy Systems business segment from March 2004 to February 2006. Prior to Mr. Kinnear s appointment as Executive Vice President in 2004, Mr. Kinnear served as Vice President of Energy Systems for FMC Corporation from 2000 until he became Vice President of FMC Technologies. Mr. Kinnear served in a variety of marketing and operating roles within FMC Corporation since 1971, prior to serving as Vice President of Energy Systems. He serves on the Boards of Directors of Tronox Incorporated, the Petroleum Equipment Suppliers Association and the American Petroleum Institute s Policy Committee and on the Board of Trustees of Spindletop International.

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Mike R. Bowlin

Principal Occupation: Retired Chairman of the Board of Atlantic Richfield Company

Age: 65

Director Since: 2001

Mr. Bowlin served as Chairman of Atlantic Richfield Company (ARCO) from 1995 until his retirement in April 2000 and as its Chief Executive Officer from July 1994 until his retirement. From 1992 until his election to Chief Executive Officer of ARCO in 1994, Mr. Bowlin served as Executive Vice President and then as President and Chief Operating Officer of ARCO. Mr. Bowlin joined ARCO in 1969 and became President of ARCO Coal Company in 1985. Mr. Bowlin served as Senior Vice President, from 1987 to 1992, and President, from 1992 to 1993, of ARCO International Oil and Gas Company. Mr. Bowlin serves on the Board of Directors of Edwards Lifesciences Corporation. Mr. Bowlin is a director of the University of North Texas Foundation and is a former Chairman of the Board of the American Petroleum Institute.

Philip J. Burguieres

Principal Occupation: Chairman and Chief Executive Officer of EMC Holdings, LLC, an investment management company specializing in the energy industry

Age: 64

Director Since: 2007

Mr. Burguieres has been Chairman and Chief Executive Officer of EMC Holdings, LLC since 2000. Mr. Burguieres is Vice Chairman of the Houston Texans, and is Chairman Emeritus of Weatherford International. From 1981 to 1989, Mr. Burguieres served as Chairman and Chief Executive Officer of Cameron Iron Works, Inc. Mr. Burguieres served as Chairman, President and Chief Executive Officer of Weatherford International from 1991 to 1997. Mr. Burguieres currently serves as a director of Newfield Exploration Company and JP Morgan Chase Texas.

Edward J. Mooney

Principal Occupation: Retired Délégué Général North America,

Suez Lyonnaise des Eaux, a global provider of energy, water,

waste and communications services

Age: 66

Director Since: 2001

Mr. Mooney served as Délégué Général North America, Suez Lyonnaise des Eaux from March 2000 until his retirement in March 2001. From 1994 to 2000, Mr. Mooney was Chairman and Chief Executive Officer of Nalco Chemical Company. He serves on the Boards of Directors of FMC Corporation, The Northern Trust Company, Cabot Microelectronics Corporation, PolyOne Corporation and the Commonwealth Edison Company, a wholly-owned subsidiary of Exelon Corporation.

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James M. Ringler

Principal Occupation: Retired Vice Chairman of Illinois Tool Works Inc., an international manufacturer of highly engineered components and industrial systems

Age: 62

Director Since: 2001

Mr. Ringler currently serves as Chairman of the Board of Teradata Corporation. Mr. Ringler served as Vice Chairman of Illinois Tool Works Inc. until his retirement in 2004. Prior to joining Illinois Tool Works, he was Chairman, President and Chief Executive Officer of Premark International, Inc. from October 1996 until Premark merged with Illinois Tool Works in November 1999. Mr. Ringler joined Premark in 1990 and served as Executive Vice President and Chief Operating Officer until 1996. From 1986 to 1990, he was President of White Consolidated Industries Major Appliance Group, and from 1982 to 1986, he was President and Chief Operating Officer of The Tappan Company. Prior to joining The Tappan Company in 1976, Mr. Ringler was a consulting manager with Arthur Andersen & Co. Mr. Ringler serves as Chairman of the Board of Teradata Corporation and he is a member of the Boards of Directors of The Dow Chemical Company, Corn Products International, Inc. and Autoliv Inc.

Class III Term Expiring in 2010

Asbjørn Larsen

Principal Occupation: Retired President and Chief Executive Officer of Saga Petroleum ASA, an oil and gas company

Age: 71

Director Since: 2001

Mr. Larsen served as President and Chief Executive Officer of Saga Petroleum ASA from January 1979 until his retirement in May 1998. He served as President of Sagapart a.s. (limited) in 1973 and from 1976 as Vice President (Economy and Finance) of Saga Petroleum. From 1966 to 1973, Mr. Larsen was a manager of the Norwegian Shipowners Association. Mr. Larsen is currently Chairman of the Board of Belships ASA, and Vice Chairman of the Board of Saga Fjordbase AS. Mr. Larsen is also a member of the Board of Greenstream Network PLC, Selvaag Gruppen AS and DONG Energy AS (Copenhagen).

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Joseph H. Netherland

Principal Occupation: Chairman, FMC Technologies, Inc.

Age: 61

Director Since: 2001

Mr. Netherland currently serves as Chairman of the Board of FMC Technologies. Mr. Netherland served as Chief Executive Officer of FMC Technologies from 2001 to March 2007, when he retired as an executive officer of the Company. Mr. Netherland was President of FMC Technologies from 2001 to February 2006. Previously, Mr. Netherland served as a director of FMC Corporation from 1998 to 2001 and as Executive Vice President of FMC Corporation from 1998 until his appointment as President. Mr. Netherland was the General Manager of FMC Corporation s Energy and Transportation Group from 1992 to 2001. Mr. Netherland became General Manager of FMC Corporation s former Petroleum Equipment Group and General Manager of its former Specialized Machinery Group in 1985 and 1989, respectively. He serves on the Boards of Directors of the American Petroleum Institute, the Petroleum Equipment Suppliers Association, Newfield Exploration Company and the National Association of Manufacturers. Mr. Netherland is also a member of the Advisory Board of the Department of Engineering at Texas A&M University.

James R. Thompson

Principal Occupation: Senior Chairman and Partner of the Law Firm of Winston & Strawn LLP, Chicago, Illinois

Age: 71

Director Since: 2001

Governor Thompson served as the Chairman of the Chicago law firm of Winston & Strawn LLP from January 1993 to September 2006. He joined the firm in January 1991 after serving four terms as Governor of the State of Illinois. Prior to his terms as Governor, he served as U.S. Attorney for the Northern District of Illinois from 1971-1975. Governor Thompson served as the Chief of the Department of Law Enforcement and Public Protection in the Office of the Attorney General of Illinois, as an Associate Professor at Northwestern University School of Law and as an Assistant State s Attorney of Cook County. Governor Thompson was a member of the National Commission on Terrorist Attacks Upon the United States (also known as the 9/11 Commission). He serves on the Boards of Directors of Navigant Consulting Group, Inc. and Maximus, Inc. and he is the Chairman of the United HEREIU Public Review Board.

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IV. Information About the Board of Directors

Corporate Governance

Our Board of Directors believes that the purpose of corporate governance is to ensure that we maximize stockholder value in a manner that is consistent with both the legal requirements applicable to us and a business model that requires our employees to conduct business with the highest standards of integrity. The Board has adopted and adheres to corporate governance principles which the Board and senior management believe promote this purpose, are sound and represent best practices. The Board reviews these governance practices, the corporate laws of the State of Delaware under which we were incorporated, the rules and listing standards of the New York Stock Exchange and the regulations of the Securities and Exchange Commission, as well as best practices recognized by governance authorities to benchmark the standards under which it operates. The corporate governance principles adopted by the Board of Directors may be viewed on the Corporate Governance section of our website under Corporate Overview at www.fmctechnologies.com and are also available in print to any stockholder upon request. A request should be directed to our principal executive offices at 1803 Gears Road, Houston, Texas 77067, Attention: Vice President, General Counsel and Secretary.

Meetings

During 2007, the Board of Directors held five regular meetings and one special meeting. All incumbent directors attended at least 75% of all meetings of the Board and all meetings of Board committees on which they served. The Board of Directors has scheduled a meeting in the morning prior to the 2008 Annual Meeting of Stockholders, and the Board encourages its members to attend the Annual Meeting of Stockholders. With one exception, all members of the Board of Directors attended the Annual Meeting of Stockholders in May 2007.

Committees of the Board of Directors

During 2007, the Board of Directors had three standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee.

Each of these committees operates pursuant to a written charter setting out the functions and responsibilities of the committee, each of which may be reviewed on the Corporate Governance section of our website under Corporate Overview at www.fmctechnologies.com and is also available in print to stockholders upon request submitted to our principal executive offices at 1803 Gears Road, Houston, Texas 77067, Attention: Vice President, General Counsel and Secretary.

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The table below provides 2007 meeting and membership information for each of the committees of the Board of Directors:

	Audit	Compensation	Nominating and Governance
2007 Meetings	7(1)	3	2(2)
Mike R. Bowlin		X(3)	X
Philip J. Burguieres		X	X
C. Maury Devine	X		X
Thomas M. Hamilton	X	X	
Asbjørn Larsen	X		X
Edward J. Mooney	X(3)		
Richard A. Pattarozzi		X	X(3)
James M. Ringler	X	X	
James R. Thompson		X	X

(1) Includes one training session for Audit Committee members which focused on Audit Committee effectiveness.
(2) Includes one training session for Nominating and Governance Committee members which provided information regarding new disclosure regulations and other key corporate governance issues for the 2007 proxy season.
(3) Indicates committee chair.

Audit Committee

The Audit Committee charter gives the Audit Committee the authority and responsibility for the engagement, compensation and oversight of our independent public accountants and the review and approval in advance of the scope of audit and non-audit assignments and the related fees of the independent public accountants. The Audit Committee charter also gives this committee authority to fulfill its obligations under Securities and Exchange Commission and New York Stock Exchange requirements, which include:

- responsibilities associated with our external and internal audit staffing and planning;
- accounting and financial reporting issues associated with our financial statements and filings with the Securities and Exchange Commission;
- financial and accounting organization and internal controls;
- auditor independence and approval of non-audit services; and
- whistle-blower procedures for reporting questionable accounting and audit practices.

Audit Committee members meet privately in separate sessions with representatives of our senior management, our independent public accountants and our Director of Internal Audit after selected Audit Committee meetings (four such sessions were held in 2007).

The Board of Directors has determined that all of the members of the Audit Committee (C. Maury Devine, Thomas M. Hamilton, Asbjørn Larsen, Edward J. Mooney and James M. Ringler) meet the New York Stock Exchange standard of having accounting or related financial management expertise and meet the Securities and Exchange Commission criteria for an audit committee financial expert.

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Compensation Committee

The principal duties of the Compensation Committee under its charter are:

- ensuring that a succession plan for the Chief Executive Officer is in place;
- approving the compensation for the Chief Executive Officer;
- reviewing and approving compensation policies and practices for other executive officers including their annual salaries;
- reviewing and approving major changes in employee benefit plans;
- reviewing short and long-term incentive plans and equity grants; and
- reviewing the Compensation Discussion and Analysis to be included in our annual report or proxy statement and, if appropriate, issuing its report recommending to the Board of Directors its inclusion in our annual report or proxy statement.

The Compensation Committee annually reviews executive pay, peer group practices and performance to help ensure that our total compensation program is consistent with our compensation philosophies. In determining compensation levels for executive officers, the Compensation Committee reviews compensation survey data supplied by Hewitt Associates, an independent consultant retained by the Compensation Committee. Hewitt Associates is a nationally recognized executive compensation consulting firm which has served as a compensation consultant for us for the past five years. Beginning in 2006, Hewitt Associates was retained directly by the Compensation Committee. A group of peer companies is selected by our management and approved by the Compensation Committee. The list is reviewed on an annual basis by the Compensation Committee to ensure continuing relevancy. In approving the companies to be included in the peer group, the Compensation Committee reviews the size and financial performance of the proposed companies to determine whether the group is appropriate. Hewitt Associates collects, analyzes and reports back to the Compensation Committee on the amounts and components of compensation paid by the peer group. Since the companies surveyed by Hewitt Associates are of varying revenue size and market capitalization, its survey utilizes regression analysis to develop size-adjusted values to provide relevant comparisons for each component of compensation. For 2007, the Compensation Committee s engagement agreement with Hewitt Associates provides for a scope of work that includes ensuring that the Compensation Committee s compensation recommendations are consistent with our business strategy, pay philosophy, prevailing market practices and relevant regulatory mandates and assisting the Committee s efforts to make compensation decisions that are representative of the interests of our stockholders.

Based on the survey market data provided by Hewitt Associates, the Compensation Committee reviews the appropriateness of management s recommendations for each executive s base pay, annual non-equity incentive bonus, and annual equity award. The Committee allocates total annual compensation to our executive officers among the various elements of short-term cash (base pay and non-equity incentive bonus) and long-term (equity awards) compensation to approximate the market allocation identified in Hewitt s survey results.

The Compensation Committee also annually reviews director compensation to ensure that the amount of compensation provided to directors is within appropriate parameters. The Compensation Committee reviews director compensation survey data supplied by Hewitt Associates. The companies included within the survey are selected by FMC Technologies management and approved by the Compensation Committee for peer group comparison.

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The scope of authority delegated to the Compensation Committee by the Board of Directors is to decide whether or not to accept, reject or modify our management s proposals for annual compensation awards to our executive officers. The Compensation Committee also has the authority to recommend the amount of compensation to be paid to our non-management directors. Peter D. Kinnear, our President and Chief Executive Officer since March of 2007, is the only executive officer whose compensation is disclosed in the Summary Compensation Table in this Proxy Statement (named executive officers) who participated this year in the compensation decisions for other named executive officers. Mr. Kinnear was involved in compensation recommendations for William H. Schumann III, our Chief Financial Officer, John T. Gremp, Executive Vice President Energy Systems, Tore Halverson, Senior Vice President, Energy Systems and Charles H. Cannon, Jr., Senior Vice President FoodTech and Airport Systems, who reported to Mr. Kinnear during 2007. Mr. Kinnear did not have a role in setting his own base pay, annual non-equity incentive bonus amount or the size of his annual equity compensation award. Our Vice President of Administration, working with Hewitt Associates, provided recommendations for each executive s base pay, annual non-equity incentive bonus and annual equity award for the Compensation Committee s review. Mr. Schumann and our Chief Accounting Officer also provided the Compensation Committee with information related to the Company s financial performance against our objectives and our peer companies financial performance. This information was then used by the Compensation Committee as factors in setting annual targets and ratings associated with incentive compensation awards and selecting appropriate structures for performance-based restricted stock.

Nominating and Governance Committee

The principal duties of the Nominating and Governance Committee under its charter are:

- identifying and recommending to the Board of Directors qualified nominees for election to the Board of Directors;
- making recommendations to the Board of Directors concerning the structure and membership of other Board committees;
- making recommendations to the Board of Directors from time to time regarding matters of corporate governance;
- reviewing our ethics policy; and
- reporting annually to the Board of Directors the Committee s assessment of the performance of the Board of Directors and its committees.

Stockholders may submit recommendations for future candidates for election to the Board of Directors for consideration by the Nominating and Governance Committee by writing to Jeffrey W. Carr, our Vice President, General Counsel and Secretary, 1803 Gears Road, Houston, Texas 77067. A letter making a director candidate recommendation must include the candidate s name, biographical information and a summary of the candidate s qualifications. In addition, the letter should be accompanied by a signed statement from the nominee indicating that the nominee is willing to serve as a member of the Board. To make a recommendation for the 2009 Annual Meeting, please refer to the timing requirements specified in the section of this Proxy Statement entitled Proposals for the 2009 Annual Meeting of Stockholders. All submissions from stockholders meeting these requirements will be reviewed by the Nominating and Governance Committee.

In connection with its role in recommending candidates for the Board, the Nominating and Governance Committee advises the Board with respect to the combination of skills, experience, perspective and background that its members believe are required for the effective functioning of the Board considering

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our current business strategies and regulatory, geographic and market environment. The Committee has not established specific, minimum qualifications for director nominees. Our corporate governance principles provide that directors should be selected based on integrity, successful business experience, stature in their own fields of endeavor and the diversity of perspectives they bring to the Board. Our corporate governance principles also require that a majority of our non-management directors should be active or retired senior executives, preferably Chief Executive or Chief Operating Officers of publicly-held companies. In addition, the corporate governance principles provide that our non-management directors should also be chosen based on recognized experience in our lines of business and leadership in areas of government service, academia, finance and international trade. Nominees to be evaluated by the Nominating and Governance Committee for future vacancies on the Board will be selected by the Committee from candidates recommended by multiple sources, including business and personal contacts of the members of the Nominating and Governance Committee, recommendations by our senior management and candidates identified by independent search firms, stockholders and other sources, all of whom will be evaluated based on the same criteria. All of the current nominees for the Board are standing members of the Board that are proposed by the entire Board for re-election. We did not pay any fees to a third party to identify or evaluate or assist in identifying or evaluating potential board candidates in 2007.

Director Independence

The Nominating and Governance Committee conducted a review of the independence of the members of the Board of Directors and its committees and reported its findings to the full Board at its February 26, 2008 meeting. Nine of our eleven directors (including the three nominees presently standing for re-election) are non-management directors. The Nominating and Governance Committee reviewed all of the commercial transactions, relationships and arrangements between us and our subsidiaries, affiliates and executive officers with companies with whom the nine non-management directors serving in 2007 are affiliated or employed. The transactions, relationships and arrangements reviewed by the Committee consisted of the following:

- Edward J. Mooney is a member of the Board of Directors of FMC Corporation, our former parent company. Mr. Mooney also serves on that Board s audit committee and is the chairman of its compensation committee. FMC Technologies and FMC Corporation are parties to a separation and distribution agreement and a joint litigation defense agreement that relate to the separation of the companies businesses that occurred in 2001.

- Mr. Mooney is also a member of the Board of Directors of The Northern Trust Company and serves as a member of that Board s audit and compensation committees. Northern Trust serves as trustee for the Company s Pension Plan and provides administrative services related to the plan. Northern Trust also is a member of the syndicate of lenders providing financing to us.

- Philip J. Burguieres is a member of the Board of Directors of Newfield Exploration Company. Newfield is a customer of FMC Technologies.

- C. Maury Devine is a member of the Board of Directors of Det Norske Veritas (DNV). FMC Technologies is a client of DNV. Also, Ms. Devine is a member of the Council on Foreign Relations. We matched a charitable contribution made to the Council on Foreign Relations by Ms. Devine under our matching gift program available to all our employees and directors.

- Thomas M. Hamilton serves as a trustee of Capital University. We matched a charitable contribution made to Capital University by Mr. Hamilton under our matching gift program available to all of our employees and directors.

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- Richard A. Pattarozzi is secretary and trustee of the National D-Day Museum Foundation. We matched a charitable contribution made to this foundation by Mr. Pattarozzi under our matching charitable gift program available to all of our employees and directors.

- Mike R. Bowlin is a director of the University of North Texas Foundation. We matched a charitable contribution made to the University of North Texas Foundation under our matching charitable gift program available to all of our employees and directors.

Although the Board has not adopted categorical standards of materiality, none of these relationships was deemed to be material or as impacting the independence of our non-management directors. Each of our directors completes an annual questionnaire requiring disclosure of any relationships (including industrial, banking, consulting, legal, accounting, charitable or familial relationships) which could impair the independence of such director.

Based on the report and recommendation of the Nominating and Governance Committee, the Board has determined that each of its non-management members serving in 2007, Mike R. Bowlin, Philip J. Burguieres, C. Maury Devine, Thomas M. Hamilton, Asbjørn Larsen, Edward J. Mooney, Richard A. Pattarozzi, James M. Ringler and James R. Thompson, satisfies the independence criteria set forth in the corporate governance listing standards of the New York Stock Exchange. Joseph H. Netherland, as the former Chief Executive Officer and President of FMC Technologies, may not be considered independent under the New York Stock Exchange corporate governance listing standards until three years after his retirement as an executive officer of the Company. In addition, all of the members of the Audit Committee satisfy the enhanced independence criteria required for members of audit committees under regulations adopted by the Securities and Exchange Commission and the New York Stock Exchange corporate governance listing standards.

Executive Sessions of Independent Directors

The Board of Directors holds executive sessions of only its independent directors after regularly scheduled Board of Directors meetings. Mr. Bowlin, the Chair of the Compensation Committee, has been selected by the Board of Directors to continue to serve as the presiding chairperson, or presiding independent director, for these executive sessions during 2008.

Stockholders and other interested parties may communicate directly with the Board of Directors, with the presiding independent director for an upcoming meeting or the independent directors as a group by submitting written correspondence c/o Presiding Independent Director, FMC Technologies, Inc., 1803 Gears Road, Houston, Texas 77067. The presiding independent director will review any such communication at the next regularly scheduled Board meeting unless, in his or her judgment, earlier communication to the full Board is warranted.

Director Compensation

Our compensation plan for non-management members of our Board of Directors is included in the FMC Technologies, Inc. Incentive Compensation and Stock Plan (the Incentive Compensation Plan). The Incentive Compensation Plan grants the Board of Directors the authority to modify the terms of the Board of Directors compensation plan pursuant to a resolution of the Board of Directors.

For 2007, each non-management director received an annual retainer of $50,000. Each director received at least $25,000 of this annual retainer in the form of restricted stock units and was able to elect to receive the remainder in cash, payable in quarterly installments. Each director also had the option of deferring the cash portion of the annual retainer and receiving it in the form of restricted stock units. These restricted stock units had a fair market value equal to the deferred amount of the annual retainer on the date of the grant and vest on the date of the 2008 Annual Meeting. The restricted stock units are payable in Common Stock upon cessation of service on the Board of Directors. The amount of this annual retainer is allocated among fees earned or paid in cash (column (b)) and stock awards (column (c)) in the table below based upon the election made by each director.

We also make an annual non-retainer equity grant to our non-management directors of restricted stock or restricted stock units of equivalent value. For 2007, we awarded each of our non-management directors restricted stock units on May 1, 2007 with a value of $120,000, which is included in the amount contained in column (c) of the table below. These awards will not vest until May 9, 2008, the date of the 2008 Annual Meeting.

We have ownership requirements for our non-management directors that are based on a multiple of five times the amount of each director s annual retainer. Our non-management directors are also required to hold the restricted stock units they elect to receive from the annual retainer and the annual non-retainer equity grants they are awarded until after they complete their service on our Board. Restricted stock units granted to a director are settled in Common Stock upon completion of the director s service on our Board. These restricted stock units are also forfeited if a director ceases service on the Board of Directors prior to the vesting date of the restricted stock units, except in the event of death or disability. Unvested restricted stock units will be settled and are payable in Common Stock upon the death or disability of a director or in the event of a change in control of FMC Technologies.

Fees earned or paid (column (b)) in the table below also includes cash remuneration in the amount of $1,750 for each Board of Directors meeting attended and $2,000 for each Board of Directors committee meeting attended. The chair of the Nominating and Governance Committee received an additional fee of $8,000, the chair of the Compensation Committee received an additional fee of $10,000 and the chair of the Audit Committee received an additional fee of $12,000 during 2007, which are also included in column (b). Each non-employee director also receives reimbursement for reasonable incidental expenses incurred in connection with the attendance of meetings of the Board and Board committees.

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The following table shows all compensation awarded, paid to or earned by the non-management members of our Board of Directors from all sources for services rendered in all of their capacities to us during 2007. Mr. Netherland and Mr. Kinnear, our employees who served on the Board of Directors during 2007, did not receive additional compensation for their service as directors.

Director Compensation Table

Name[(1)] (a)	Fees Earned or Paid in Cash ($)[(2)] (b)	Stock Awards ($)[(3)] (c)	Option Awards ($)[(4)] (d)	Non-Equity Incentive Plan Compensation ($) (e)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (f)	All Other Compensation ($)[(5)] (g)	Total ($) (h)
Mike R. Bowlin	34,500	156,667	0	0	0	7,500	198,667
Philip J. Burguieres	38,500	122,339				0	160,839
C. Maury Devine	51,500	133,360	0	0	0	1,500	186,360
Thomas M. Hamilton	30,500	156,667	0	0	0	10,000	197,167
Asbjørn Larsen	26,500	156,667	0	0	0	0	183,167
Edward J. Mooney	57,500	133,360	0	0	0	0	190,860
Richard A. Pattarozzi	57,500	133,360	0	0	0	10,050	200,910
James M. Ringler	24,750	156,667	0	0	0	0	181,417
James R. Thompson	47,500	133,360	0	0	0	0	180,860

(1) Joseph H. Netherland, our Chairman during 2007, and Peter D. Kinnear, our Chief Executive Officer during 2007, are not included in the table as they were employees of the Company during 2007 and did not receive compensation for their services as directors. The compensation paid to Mr. Netherland and Mr. Kinnear is shown in the Summary Compensation Table.

(2) Includes the amount of any cash portion of the director s annual retainer each director elected to receive, fees paid for attendance at Board of Director and committee meetings and additional fees paid to the chairman of each board committee.

(3) Restricted stock unit grants were made on February 21, 2007, valued at $66.12 per share and on May 1, 2007, valued at $70.71 per share, the closing price of our Common Stock on February 21, 2007 and May 1, 2007, respectively, reflecting an aggregate grant date fair value for all of our non-management directors of $1,430,733. The value of the restricted stock unit grants reported in the table for 2007 is the expense recognized in 2007 calculated in accordance with SFAS 123R. See our Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Securities and Exchange Commission on February 29, 2008 for a complete description of the SFAS 123R valuation. The number of the aggregate outstanding restricted stock units held by each of our non-management directors on December 31, 2007, was: Mr. Bowlin, 50,252; Mr. Burguieres, 4,878; Ms. Devine, 13,660; Mr. Hamilton, 52,600; Mr. Larsen, 69,428; Mr. Mooney, 43,856; Mr. Pattarozzi, 34,376; Mr. Ringler, 50,252; and Governor Thompson, 64,100. Dividends will not be paid on any of the restricted stock units unless we pay dividends on our Common Stock.

(4) We did not grant options to any director in 2007. Mr. Larsen held options to purchase 10,850 shares at December 31, 2007. No other directors held options at such date.

(5) Includes charitable contributions made in the name of directors by us pursuant to the matching charitable contribution program available to all of our employees and directors. Pursuant to this program, we match 100% of the charitable contributions of our employees and directors up to $10,000 in any year, although we exercise discretion to approve matching contributions in excess of that amount from time to time.

Based upon an analysis of market compensation for directors with peer companies in the oilfield services industry by Hewitt Associates, our Board of Directors approved the recommendation of our Compensation Committee to adjust non-management director compensation for 2008. Effective January 1, 2008, the targeted value of the non-retainer equity grants for our non-management directors was increased to $170,000 from the 2007 level of $120,000.

Directors who are not our employees do not participate in our employee benefit plans other than our matching program for charitable contributions.

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Compensation Committee Interlocks and Insider Participation in Compensation Decisions

In 2007, the members of the Compensation Committee of the Board were Messrs. Bowlin, Burguieres, Hamilton, Pattarozzi, Ringler and Thompson, none of whom has ever been an officer or employee of FMC Technologies or any of its subsidiaries. None of the executive officers of FMC Technologies has ever served on the board of directors or on the compensation committee of any other entity that has had any executive officer serving as a member of FMC Technologies Board of Directors.

V. Transactions with Related Persons

During 2007, we were not a participant in any transaction or series of related transactions in which any related person had or will have a material interest and in which the amount involved exceeded $120,000. A related person is any person who was in any of the following categories during 2007:

(a) any director or executive officer of FMC Technologies;

(b) any nominee for director;

(c) any immediate family member of a director or executive officer of FMC Technologies or any nominee for director, with immediate family member including any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law and any person (other than a tenant or an employee) sharing the household of a director or executive officer or a nominee for director;

(d) a security holder listed in the Other Security Ownership table below; or

(e) any immediate family member of such a security holder.

Our Code of Business Conduct and Ethics provides that each employee and director of ours is expected to avoid engaging in activities that conflict with, or have the appearance of conflicting with, the best interests of us and our stockholders. These requirements also extend to immediate family members of employees and directors, any trust in which any employee or a director has a beneficial interest and over which such employee or director can exercise or influence decision making, and any person with whom one of our employees or directors has a substantial business relationship. For purposes of this policy, an immediate family member includes an employee s or director s spouse, parents, children, siblings, parents-in-law, children-in-law, siblings-in-law and anyone who shares an FMC Technologies employee s or director s home.

Under the Code of Business Conduct and Ethics, any personal activities or interests of one of our employees or directors, or of any immediate family member, trust or other person with which such person may have a substantial business relationship (each, an interested person), that could negatively influence, or which could have the appearance of negatively influencing, the judgment of such employee or director, or the decisions or action of such employee or director, must be disclosed to an employee s manager, supervisor, local human resources director, the lawyer responsible for their business unit, the General Counsel, a member of the Board of Directors or reported to our ethics hotline. Reports made to an ethics reporting resource other than a member of the Board of Directors will be reported to the Board of Directors, or a Committee of the Board of Directors, which will have the responsibility for determining if there is a conflict of interest and, if so, how to resolve it without compromising the best interests of us and our stockholders.

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In certain limited cases, activities giving rise to a potential conflict of interest may be permitted if the Board of Directors or a Committee of the Board determines, in its reasonable judgment, that such potential conflict of interest is not likely to be harmful to the best interests of us and our stockholders. No such activities were approved by the Board of Directors or a Committee of the Board during 2007.

Our Code of Business Conduct and Ethics also prohibits any employee or director from taking for themselves personally (including for the benefit of family members or friends) business opportunities that are discovered through the use of our property, information or position without the consent of the Board of Directors or a Committee of the Board. No employee or director may use corporate property, information or position for improper personal gain, and may not compete with us, directly or indirectly. If such an opportunity is offered to the Board of Directors, and the Board rejects the opportunity, then the employee or director is no longer prohibited by us from taking advantage of the opportunity.

Our Code of Business Conduct and Ethics may be reviewed on the Corporate Governance section of our website at www.fmctechnologies.com. A waiver may only be made by the Board of Directors, or a committee appointed by the Board, and will be promptly disclosed to the extent required by law, including the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange.

In addition to the foregoing ethics policy, the Nominating and Governance Committee periodically reviews all commercial business relationships that exist between us and companies with which are our directors are affiliated in order to determine if non-management members of the Board are independent under the rules of the New York Stock Exchange.

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VI. Security Ownership of FMC Technologies

Management Ownership

The following table shows, as of February 1, 2008, the number of shares of Common Stock beneficially owned by each of our directors, each of our named executive officers whose compensation is reported in the Summary Compensation Table below, and all directors and executive officers as a group. No director or executive officer named in the Summary Compensation Table beneficially owns more than one percent of the Common Stock, as designated by including an asterisk in the Percent of Class column in the table below.

Name	Beneficial Ownership on February 1, 2008 Common Stock of FMC Technologies	Percent of Class(1)
Mike R. Bowlin(2)	78,752	*
Philip J. Burguieres(2)	26,878	*
Charles H. Cannon, Jr.(3)	74,741	*
C. Maury Devine(2)	13,660	*
John T. Gremp(3)	141,739	*
Tore Halvorsen(3)	152,088	*
Thomas M. Hamilton(2)(4)	64,600	*
Peter D. Kinnear(3)	207,523	*
Asbjørn Larsen(2)	85,242	*
Edward J. Mooney(2)	43,856	*
Joseph H. Netherland	272,289	*
Richard A. Pattarozzi(2)	34,376	*
James M. Ringler(2)	60,252	*
William H. Schumann, III(3)	185,211	*
James R. Thompson(2)	66,100	*
All directors and executive officers as a group (20 persons)(2)(3)	2,075,467	1.60%

(1) Percentages are calculated on the basis of the number of outstanding shares (exclusive of treasury shares) plus shares deemed outstanding pursuant to Rule 13d-3(d)(1) under the Securities Exchange Act of 1934 as of February 1, 2008. An asterisk in this column indicates that the individual s beneficial ownership is less than one percent of FMC Technologies outstanding Common Stock.

(2) Includes shares owned by the individual and shares subject to options granted and restricted stock units credited to individual accounts of non-management directors under the Incentive Compensation Plan (see Information about the Board of Directors-Director Compensation). As of February 1, 2008, the number of shares subject to options granted and restricted stock units credited to non-management directors under the Incentive Compensation Plan were as follows: Mr. Bowlin, 50,252; Mr. Burguieres, 4,878; Ms. Devine, 13,660; Mr. Halvorsen, 49,480; Mr. Hamilton, 52,600; Mr. Larsen, 80,278; Mr. Mooney, 43,856; Mr. Pattarozzi, 34,376; Mr. Ringler, 50,252; and Governor Thompson, 64,100. These directors have no power to vote or dispose of shares underlying the restricted stock units until they are distributed upon the cessation of their service on the Board of Directors. Until such distribution, these directors have an unsecured claim against us for such units.

(3) Includes: (i) shares owned by the individual; (ii) shares held by the FMC Technologies, Inc. Savings and Investment Plan (the Qualified Savings Plan) for the account of the individual and the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan (the Non-Qualified Savings Plan) for the benefit of the individual; and (iii) shares subject to options that are exercisable within 60 days of February 1, 2008 and restricted stock shares that will vest within 60 days of February 1, 2008. The shares included in item (iii), in the aggregate, amount to 110,750 shares for Mr. Schumann; 133,200 shares for Mr. Kinnear; 35,000 shares for Mr. Cannon; 77,936 shares for Mr. Gremp; 49,480 shares for Mr. Halvorsen and 973,088 shares for all directors and executive officers as a group.

(4) Includes 12,000 shares held by the Tom and Carolyn Hamilton Family Foundation of which Mr. Hamilton is a director and an officer and shares voting and investment power with Mrs. Hamilton.

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Other Security Ownership

The table below lists the persons known by us to beneficially own more than five percent of FMC Technologies common stock as of February 15, 2008:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class[(1)]
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	11,160,144 shares[(2)]	8.50%
FMR LLC 82 Devonshire Street Boston, Massachusetts 02109	10,577,570 shares[(3)]	8.13%
Columbia Wanger Asset Management, L.P. 227 West Monroe Street Suite 3000 Chicago, IL 60606	10,435,400 shares[(4)]	8.02%

(1) Percentages are calculated on the basis of the amount of outstanding shares (exclusive of treasury shares) plus shares deemed outstanding pursuant to Rule 13d-3(d)(1) under the Securities Exchange Act of 1934 as of February 15, 2008.

(2) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 13, 2008 believed to be reliable, T.Rowe Price Associates, Inc. reported sole voting power over 2,999,134 of such shares and sole dispositive power over all such shares of Common Stock as of December 31, 2007. These securities are owned by various individual and institutional investors for which T. Rowe Price Associates, Inc. serves as investment adviser. T. Rowe Price Associates, Inc. expressly disclaims beneficial ownership of these securities.

(3) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2008 believed to be reliable, FMR LLC and Edward C. Johnson 3d reported sole voting power over 103,492 of such shares and sole dispositive power over all of such shares of Common Stock as of December 31, 2007.

(4) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on January 28 , 2008 believed to be reliable, Columbia Wanger Asset Management, L.P. and Columbia Acorn Trust jointly reported sole voting power over 9,882,600 of such shares, shared voting power of 552,800 of such shares and sole dispositive power over all such shares of Common Stock as of December 31, 2007.

VII. Executive Compensation

Compensation Discussion and Analysis

General Principles

FMC Technologies, Inc. has a peer-based executive compensation program that includes performance variable elements. Our executive management compensation program is designed (a) to motivate our officers and other key employees to achieve short- and long-term corporate goals that enhance stockholder value, and (b) to attract and retain exceptionally talented individuals who generate superior operational performance in our businesses and create an environment that fosters the technological innovation we believe is necessary for continued growth in our revenue, earnings and shareholder returns. As a result, our compensation philosophy links an executive s total earnings opportunity with our short term and long term performance, based on the achievement of financial targets established by the Compensation Committee of our Board of Directors, as well as the executive s performance against specific individual objectives. Our ability to develop and retain successful executive managers for long periods of employment has provided us with stability and prolific industry experience. Low turnover at the executive management level provides continuity and minimizes the disruption that management change can cause which we believe has contributed to our successful growth and helped us avoid costs associated with recruiting experienced management talent outside of our company. Our executive officers do not have employment contracts and serve at the discretion of the Board of Directors.

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The core principles underlying our executive compensation philosophy are:

- Compensation opportunities are competitive potential compensation for executives will be targeted at median levels paid at comparable peer companies with whom we would likely compete for executive talent in order to attract, motivate and retain skilled managerial talent over the long term;
- Executive compensation is performance-based a portion of an executive s compensation is directly linked to achievement of specific corporate and individual results that we believe create shareholder value;
- Equity compensation represents a significant portion of executive compensation at risk equity compensation in the form of stock options, time-based restricted stock grants, and performance-based restricted stock grants, along with stock ownership and retention guidelines, align executive and shareholder interests and provide proper motivation for enhancing both short-term and long-term shareholder value; and
- Compensation rewards internal talent development a portion of executive compensation is tied to recruitment and development of future executive talent.

Long Tenured Management Team and Internal Development

Our named executive officers are individuals who have devoted the bulk of their professional careers to FMC Technologies and our predecessor. With tenure averaging 28 years, our executive management team has a long-term personal and financial interest in our success. We are strong advocates of promoting from within and developing our own talent. We believe our ability to develop and retain executive management talent is a strong component of our business success.

Allocation of Pay Between Short and Long Term

Our compensation programs are designed in a manner that provides incentives to our executive officers to achieve short- and long-term operating and strategic objectives. To foster a longer term view (i.e., longer than twelve months), our compensation programs are weighted toward longer term incentives in the form of equity incentive compensation with a three- or four-year vesting requirement and a variable performance-based component. Although these equity compensation incentives deliver a competitive economic value on the date of grant, their ultimate value to an executive will depend upon the market value of the equity after the end of the vesting period. That value will be largely dependent upon our performance and market dynamics.

Establishing Competitive Pay Levels

The Compensation Committee annually reviews executive pay, peer group practices and our performance to ensure our total compensation program design is consistent with our compensation philosophies and that overall compensation is within appropriate parameters. Based on this review, the Compensation Committee concluded the total compensation paid to our named executive officers for 2007 is appropriate and reasonable.

In determining compensation levels for our executive officers, the Compensation Committee reviews compensation survey data supplied by Hewitt Associates, the independent consultant retained by the Compensation Committee. The companies in the Hewitt survey are selected by the Company and approved by the Compensation Committee for peer group comparison. For 2007, this peer group consists of 24 industrial companies listed below and includes a subset of eight oilfield services

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companies with which our energy businesses directly compete for talent. The list is reviewed on an annual basis by the Compensation Committee to ensure continuing relevancy. For 2008, our Compensation Committee decided to expand the peer group for 2008 compensation benchmarking to include three additional companies, Tidewater Inc., Global Industries, LTD and Oceaneering International, Inc. In approving the companies to be included in the peer group, the Compensation Committee reviews revenues and market capitalization of each company, as well as products and markets served, to determine whether it is appropriate to include the company in the peer group.

Ameron International Corporation	Ingersoll-Rand Company Limited
Baker Hughes Incorporated *	Lennox International Inc.
BJ Services Company *	McDermott International, Inc.
BorgWarner Inc.	Milacron Inc.
Cameron International Corporation *	National Oilwell Varco, Inc. *
Cooper Industries, Ltd.	Schlumberger Limited *
Cummins, Inc.	Smith International Inc. *
Dover Corporation	Snap-On Incorporated
Eaton Corporation	Stewart & Stevenson, Inc.
Federal-Mogul Corporation	Trinity Industries, Inc.
Foster Wheeler Ltd.	Weatherford International Ltd. *
Halliburton Company *	The Williams Companies, Inc.

* These companies comprise the oilfield services subset.

Although the companies included in the survey may vary in revenue size and market capitalization, the survey utilizes regression analysis to develop size-adjusted values for each element of compensation. Additionally, for equity based compensation, Hewitt Associates uses Black-Scholes based options models to value stock options and other economic pricing models for other equity-based compensation.

The selected subset oilfield service companies consists of companies that we would likely compete with for customers, suppliers, executive talent and, ultimately, investors.

Based on the survey market data provided by Hewitt, the Compensation Committee reviewed the appropriateness of each executive officer s base pay, annual non-equity incentive bonus, and annual equity award. The Compensation Committee allocates total annual compensation to our executives among the various elements of short-term cash (base pay and annual non-equity incentive compensation) and long-term (equity awards) compensation to approximate the market allocation identified in the survey results.

For 2007, Hewitt s compensation survey indicated that 29% of target annual compensation was base pay, 18% was annual non-equity incentive compensation, and 53% was allocated to long-term incentives (both cash and equity incentives) among the surveyed companies. Excluding Mr. Netherland who stepped down as chief executive officer on March 15, 2007, the actual compensation of our named executive officers in 2007 was 22% base pay, 22% annual non-equity incentive compensation and 56% equity compensation. Our allocation of total compensation differed slightly from that of the market survey due to the short tenure of our named executive officers in their respective positions and actual performance during 2007.

When making compensation comparisons between our executive officers and the market data, we use either the 24 industrial companies or the eight oilfield services companies as the appropriate reference point depending on the responsibilities of the particular executive officer. Messrs. Netherland, Kinnear, Gremp, Halvorsen and Schumann are compared against the oilfield services group. Mr. Cannon is compared to the larger group of 24 industrial companies since his responsibilities do not extend to our

energy businesses. For each of our executive officers, the Compensation Committee compared each element of the executive s compensation, as well as the executive s total compensation, to his or her counterpart at companies in the relevant peer group. The Compensation Committee also evaluated the ratio of the Company s Chief Executive Officer s compensation to the compensation of each of the other named executive officers in comparison to these ratios in the peer group.

Cash Pay Elements Base Pay

The annual cash pay elements that our executive officers receive include a base salary and an opportunity to earn annual non-equity incentive compensation. We target our executive base pay and annual non-equity incentive compensation opportunities at the 50th percentile of our comparison group of peer companies on a size-adjusted basis.

We use our survey s median base pay value for comparable employees to set the base salary midpoint for each salary grade within our compensation program. Each salary grade range sets minimum pay at 75% of the midpoint and maximum pay at 125% of the midpoint. The range is delineated into performance sections such that an individual s base pay should be at the point in the range corresponding to his or her current level of performance. There are four levels of performance in our pay for performance system: Needs Improvement, Good, Outstanding and Exceptional. Using these criteria, an executive who meets all of his or her objectives for the year would be given a performance rating of Good for the year. If the executive were to exceed all objectives, he or she would receive a performance ratio of Outstanding . To receive an Exceptional rating is unusual. This rating would be utilized in rare circumstances where performance and other criteria would dictate that an unusual level of incentive compensation was justifiable. A Needs Improvement rating would indicate that an executive failed to meet their objectives for the year. Our performance ratings and the corresponding position versus the base salary midpoint for each salary grade were as follows for 2007:

Performance Rating	**Base Salary as a Percentage of Midpoint**
Exceptional	115-125%
Outstanding	105-114.9%
Good	95-104.9%
Needs Improvement	75%-94.9%

Annually, each executive officer s performance is evaluated by the executive s immediate supervisor against objectives established earlier in the year. These performance objectives vary depending on the roles and responsibilities of the particular executive and may, in part, be subjective. These individual objectives may include, as examples, goals for acquisitions or divestitures, safety performance, achieving recruiting targets, building management depth, technology innovations and improving market positions through profitable growth and new product introductions. A performance rating for each executive officer is then established based on an assessment of the executive s performance against his or her objectives and a merit base salary increase is planned based on the executive s current position in the performance range. Merit increase guidelines are established annually for all employees by the Compensation Committee, based on annual market surveys. In 2007, our merit increase pool was 3.6%.

Cash Pay Elements Annual Non-Equity Incentive Compensation

Our annual non-equity incentive compensation plan is a variable cash-based incentive plan designed to focus management on performance factors important to the continued success of their business units and in our overall performance. In 2007, our annual non-equity incentive bonus percentages range from 24% to 110%, with specific percentages for each of our named executive officers depending primarily on salary grade. The highest percentage (110%) was assigned to our chairman and covers the period of time in early 2007 when he was our chief executive officer. The percentages for our other named executive officers ranged from 24% to 100%, the 100 percentage being assigned to our current chief executive officer. The annual non-equity incentive compensation opportunity is weighted primarily toward business performance (70%), which we refer to as the BPI component, and secondarily to individual performance (30%), which we refer to as the API component.

The Compensation Committee establishes BPI targets for our annual non-equity incentive program annually at its February meeting utilizing measures we believe correlate highly to enterprise value growth and shareholder returns. In 2007, the measures selected by the Compensation Committee were EBITDA growth and Net Contribution. A range of realistic results for these measures are established along a 0.0 to 3.0 continuum. For instance, the Compensation Committee established one value for a targeted EBITDA growth at 1.0. If actual EBITDA growth results are less than the target, the BPI multiple will fall between 0.0 and 1.0. If our EBITDA growth exceed the target, the BPI multiple would be established between 1.0 and 3.0. The resulting BPI multiple is then multiplied by the individual executive officer s non-equity incentive compensation percentage to determine non-equity incentive compensation payout to that executive.

We measure EBITDA growth as the annual growth in earnings before interest, taxes, depreciation and amortization. This measures operating profit trends by indicating core profit growth before depreciation and amortization. We measure Net Contribution for performance purposes as net income plus after tax-interest expense minus a 10.5% charge for average capital employed (debt plus equity). This shows total net income generated for every dollar of capital employed after subtracting a 10.5% charge as the cost of capital. As an incentive measure, Net Contribution encourages our executives to grow the business while efficiently using capital. Both of these measures are adjusted for the cumulative effect of changes in accounting principles, significant acquisitions and divestitures and foreign exchanges movements.

All of our named executive officers received a corporate wide BPI rating which is based on the consolidated results of FMC Technologies business units. In 2007, our BPI target for annual EBITDA growth was set at a 34% increase above 2006 and our Net Contribution target was set at an increase of 60% over 2006. Our actual 2007 performance exceeded both of the targets resulting from our ability to benefit from high levels of oilfield activity. Actual EBITDA growth in 2007 was 40% above 2006 performance and compares to a target of 34%. The actual 2007 Net Contribution increase of $68,000,000 was 65% above 2006 versus the 60% target. This performance was rated a 1.58 based on the scale established at the beginning of the year.

A similar exercise is performed for the API. The API rating is based on the achievement by an executive officer of both quantifiable performance objectives as well as other, more subjective objectives. If an executive officer failed to achieve all of his or her objectives, the API multiple would likely be 0.00. If the executive met some, but not all of the objectives, the API multiple would fall between the range of 0.00 to 2.0 depending upon the number of objectives accomplished, their relative importance and difficulty and the factors that may have prevented achievement of certain objectives. An executive achieving all objectives could potentially receive an API of 2.0, although this would be unusual due to our efforts to establish stretch objectives that may be extremely difficult to achieve. For 2007, our named executive officers received API ratings ranging from 1.25 to 2.0 for the year, with an average rating of 1.48. For 2006, our named executive officers received API ratings ranging from 1.3 to 1.7 for the year, with an average rating of 1.47. On average, the API portion of the annual non-equity incentive represents less than 5% of the executive s total compensation included in the Summary Compensation Table. We do not disclose each individual executive officer s target incentive award or API since we consider this information to be personal and confidential to the individual executive and is information which is not released internally among our general employee population. We believe that

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personal privacy concerns outweigh the value this information will have to our general employee population and investors in light of the small percentage an executive officer s target non-equity annual incentive award represents of total compensation.

Assuming an executive officer has a base salary of $400,000, a 65% target bonus, a BPI rating of 1.58 and an API rating of 1.48, the executive s annual non-equity incentive compensation payment would be calculated in the following manner:

BPI: $400,000 x .70 (BPI weighting) x .65 (target bonus) x 1.58 (corporate BPI achievement)	$ 287,560
API: $400,000 x .30 (API weighting) x .65 (target bonus) x 1.48 (individual API rating)	$115,440
Total Non-Equity Incentive Compensation	$403,000

The following table lists certain 2007 API objectives that of our named executive officers and their performance against those objectives. Certain API objectives that we consider commercially sensitive and believe will provide proprietary data to our competitors and could cause us competitive harm have been omitted.

Named Executive Officer	2007 API Objectives Performance
Joseph H. Netherland	(for period of service as CEO until March 15, 2007)
	• Effectively prepared and supported the transition of a new CEO
	• Successful transition of executive relationships with major customers and key industry affiliations
	• Successful transition of relationships with financial community and large institutional shareholders
Peter D .Kinnear	• Earnings from continuing operations up 53% over 2007
	• Total shareholder return of 84% in 2007
	• Increased Subsea sales by 28% in 2007
	• Initiated the tax free spin-off of FoodTech and Airport Systems

	• Achieved world class safety performance
William H/ Schumann, III	• Developed a plan to separate FoodTech and Airport Systems
	• Reviewed potential exit strategies for a specific business unit
	• Selected new Investor Relations Director
	• Assisted in the development of a strategic plan
Charles H. Cannon, Jr.	• Achieved record revenue and EBIT performance in FoodTech Systems
	• Improved profitability through sourcing initiatives and cost reduction goals
	• Successfully divested Allen/PPM business yielding a net gain
	• Successfully penetrated a major new Ground Support Equipment customer
John T. Gremp	• Secured significant Subsea project awards resulting in backlog of $4.9B
	• Target and won three strategic Subsea Processing awards
	• Significantly reduced working capital in Energy Production generating $253M in cash flow
	• Succession of management in both Subsea and Surface business executed successfully

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Named Executive Officer	2007 API Objectives Performance
Tore Halvorsen	• Successful execution of Tordis project; first full scale separation system • Completed manufacturing capacity expansions to support Subsea growth in Singapore, Malaysia, Kongsberg, Dunfermline and Angola • Successful growth of Riserless Light Well Intervention business • Maintained Company s leadership position in Subsea

Equity Compensation Practices

The long-term element of our executive compensation is equity stock awards, which provides our executive officers the opportunity to realize financial rewards if our stock price appreciates over the long term. We use the Hewitt survey data noted previously to establish a value for the equity compensation granted to each of our executive officers. To determine the appropriate amount of equity based compensation awards for our executive officers we determine the size-adjusted median value of comparable equity compensation awards issued by the peer group of companies surveyed by Hewitt Associates to each named executive officers peers with the surveyed companies. The grant size of restricted stock or stock options for each of our executive officers was then set by dividing the size-adjusted median value for that officer by our prior year end closing stock price, discounted to reflect the risk of forfeiture. Although our incentive compensation program permits the Compensation Committee the flexibility to approve equity compensation awards to our executive officers in a variety of forms, only stock options and restricted stock grants (with both time-based and performance-based vesting conditions) have been awarded since our initial public offering in 2001. We believe the combination of time-based and performance-based incentives provides performance incentives consistent with our shareholders interests and serves as an effective retention vehicle for our named executive officers.

Our equity awards have vesting periods of three or four years. The grant date of the annual equity awards is the date of the annual Compensation Committee meeting in February. Key manager restricted stock awards historically have been granted on the first day of the month following the month in which the Compensation Committee met and granted the award. As long as an executive remains employed through the age of 62, any unvested equity awards remain outstanding after retirement and vest on the originally scheduled vesting date. Retirements prior to age 62 will result in the forfeiture of unvested awards.

By providing our executive officers with compensation in the form of equity awards, we ensure that a significant portion of total compensation remains at risk and is tied to the creation of stockholder value. Since the end of 2001, our share price compound annual growth rate has averaged 38%. The market value of vested and unvested restricted stock awards shown in the Outstanding Equity Awards at Fiscal Year-End Table below and the realized value of exercised options and restricted stock awards shown in the Option Exercises and Stock Vested Table demonstrate both the potential and realized value of equity awards we have issued to our named executive officers and the alignment of our executive officers personal financial interests with those of our shareholders.

Non-Qualified Stock Options

Our Incentive Compensation and Stock Plan grants our management the authority to issue non-qualified stock options to our executive officers and other key employees. All stock options granted to our executive officers are subject to vesting requirements necessitating three years of additional service by the executive before they may vest and the executive receives ownership and voting rights. Vesting periods are used as a retention incentive.

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With the exception of stock options issued in connection with our initial public offering in June 2001, our stock options have been issued only in February of each year, following review and approval of the grants by our Compensation Committee during the regular committee meeting established to review compensation. The exercise price for these stock options in each case was the closing price of our Common Stock on the date of the Compensation Committee meeting at which the awards were approved. The date for this committee meeting is established more than a year in advance when all Board of Director and committee meetings are scheduled.

We have not issued stock options to our executive officers since 2004. The stock options issued in connection with our initial public offering were issued at the public offering price. At the time of our separation from our former parent, FMC Corporation, existing FMC Corporation stock options held by employees of FMC Corporation who became employees of FMC Technologies were converted to FMC Technologies stock options, and the number of shares exercisable under each such converted option and exercise price were adjusted to provide the holder with an equivalent market value before and after the conversion.

Time Based Restricted Stock Grants

We issue grants of time-based restricted stock to our executive officers and other key employees under our Incentive Compensation and Stock Plan. All restricted stock awards granted to our executive officers are subject to vesting requirements requiring an additional three or four years of service by the executive before they may vest and the executive receives ownership and voting rights. Vesting periods are utilized as a retention incentive.

Performance Based Restricted Stock Awards

In 2007, the Compensation Committee required that one-half of the amount of the restricted stock awards for our executive officers be based on meeting certain performance criteria. Our performance-based awards link the award of restricted stock to the achievement of performance targets relative to the performance of ten companies included in the PHLX Oil Service Section index (OSX) that compete with us in the oilfield services industry. In 2007, the OSX was composed of 15 companies that provide oil drilling and production services. We excluded the 2007 index s five drilling companies since it is the remaining ten companies who most closely mirror our core business activities. The performance metrics for these ten companies are in publicly available information and provide us with readily available, reliable and relevant benchmarks against which to benchmark our performance. The ten companies that we use to benchmark our performance targets from the OSX are listed below:

Baker Hughes Incorporated

BJ Services Company

Cameron International Corporation

Global Industries, LTD

Halliburton Company

National Oilwell Varco, Inc.

Schlumberger Limited

Smith International Inc.

Tidewater Inc.

Weatherford International Ltd.

This link puts a meaningful portion of our executive s targeted equity award at risk. The percentage of the total performance-based restricted share award an executive officer will ultimately receive will be determined at the end of the one-year measurement period and will be dependent upon our performance relative to a peer group of companies in the OSX with respect to EBITDA growth, return

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on investment (ROI) and total shareholder return (TSR) for that period. Effective in 2008, the Compensation Committee increased the portion of restricted stock awards for our executive officers that are subject to performance criteria to two-thirds of the awards.

The amount of the performance-based restricted stock award earned by our executive officers can vary between 0-200% of the target award amount granted to the executive officer depending on whether our full year performance against the three measures was determined to be above average, average or below average relative to the peer group of OSX companies, with one-third of the total grant being tied to each of the three performance measures. We define our performance for each of the three performance measures as above average if our performance exceeds the performance of the midpoint between the third and fourth ranked peer companies; average if our performance is between the midpoint of the third and fourth ranked peer companies and the midpoint between the sixth and seventh ranked peer companies; and below average if our performance is below the midpoint between the sixth and seventh ranked peer companies. For below-average performance against any of the three performance measures, an executive officer receives 0% of the one-third portion of the grant tied to such performance measures, for average performance, 100% of one-third of the grant, and for above-average performance, an executive would receive 200% of one-third of the grant. The vesting period for performance-based restricted stock awards is the same as the vesting period for time based restricted stock awards, which is three years from the grant date, meaning that although the performance period considered is one year, the awards do not vest for three years from the date of grant.

Our Incentive Compensation and Stock Plan gives our Compensation Committee the discretion to claw back or cancel outstanding performance-based restricted stock awards in the event a restatement of our financial results from a prior period results in a prior grant s performance measures no longer being satisfied.

None of our executive officers have the ability to adjust the performance measures approved by the Compensation Committee or to waive any conditions established for the performance-based awards once established by the Compensation Committee.

For 2007, the following table shows the measures used for our performance-based restricted stock grants and our performance against each of the three performance measures. The numbers in bold-face type in this table designate the level of our performance for each of the three measures.

	Below Average (0% of Target Grant)	Average (100% of Target Grant)	Above Average (200% of Target Grant)	FMC Technologies Performance
EBITDA growth	<9.6%	>9.6% and <28.2%	**>28.2%**	49.8%
Return on Investment	<17.4%	>17.4% and <22.4%	**>22.4%**	27.6%
Total Shareholder Return	<19.0%	>19.0% and <72.7%	**>72.7%**	84.0%

As a result of our strong financial results for 2007 summarized above, our executive officers will receive 200% of the performance-based portion of the restricted stock grants awarded on February 20, 2007 and these awards will vest on January 2, 2010. The final performance-based restricted stock award each executive officer received for 2007 are included in columns (g) and (h) of the Outstanding Equity Awards at Fiscal Year-End Table below.

Impact of Section 162(m) of the Internal Revenue Code on Executive Compensation

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public corporations for non-performance based compensation in excess of $1 million paid for any fiscal year to certain named executive officers. The Compensation Committee of our Board of Directors designs

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certain components of executive compensation to preserve income tax deductibility. Historically, it has concluded that it is not in the stockholders best interests to restrict the Compensation Committee s discretion and flexibility in developing appropriate and competitive compensation and retention programs, and consequently, our Compensation Committee may approve compensation in future years for our named executive officers that is not fully deductible for federal income tax purposes. With an increasing portion of restricted stock awards now being based on an executive s achievement of performance goals, the Compensation Committee believes it is important to qualify the compensation as performance-based under Section 162(m), thus allowing the Company to treat otherwise performance-based compensation as being fully deductible for federal income tax purposes. Accordingly, the Compensation Committee has decided to seek shareholder approval with respect to the material terms of the performance goals related to certain awards under the Plan. For a more detailed discussion, see Proposal Number 2 Approval of Material Terms of the Performance Goals of the Incentive Compensation and Stock Plan herein.

Pension Plans

A longer term element of compensation for our U.S. based executive officers is an IRS qualified defined benefit pension plan (the U.S. Pension Plan) that provides income replacement retirement benefits. We believe our pension plan design is a powerful retention vehicle and that it has been a significant factor in the long tenure of our executive management team and, consequently, the depth of our management team s experience with our businesses. The same benefit calculation formula is used for our executive officers as is used for our non-bargaining unit production personnel and administrative and technical staff. The U.S. Pension Plan is designed to provide income replacement in retirement to all of our current employees who meet the minimum service requirement of five years. The pension payment is based on final average pay, which is calculated for the period that includes the employee s highest 60 consecutive months of pay in the final 120 months of service, and includes base pay and annual non-equity incentive bonus in the calculation. Eligible earnings under the provisions of the U.S. Pension Plan do not include the value of the equity grants (stock options or restricted stock awards), matching contributions to our U.S. Qualified Savings Plan, our U.S. Non-Qualified Savings Plan or perquisites.

The U.S. Pension Plan is qualified under the United States Employment Retirement Income Security Act (ERISA). The Internal Revenue Service limits the amount of compensation on which retirement benefits can be earned and the amounts payable by a tax qualified defined benefit pension plan.

We also have a non-qualified defined benefit pension plan (the U.S. Non-Qualified Pension Plan) to provide the same level of benefits for earnings above the IRS limits. The U.S. Non-Qualified Pension Plan uses the same pension calculation formula as the tax qualified U.S. Pension Plan. The benefits under this plan are our general obligations and are not protected by ERISA.

Mr. Halvorsen is our only named executive officer who is not U.S. based and his longer term element of compensation is the Norwegian Pension Program (the Norwegian Program). The Norwegian Program is designed to provide employees based in Norway with targeted total pension payment of 65% of their salary. This benefit is offset by any state or government provided social security benefits. The salary included in the benefit calculation is limited to 12 times the National Insurance Base Amount, which was ($11,427) NOK 66,812 effective May 1, 2007 through the end of 2007. The amount in U.S. dollars is based on an average currency exchange rate at month end over the full year. We established a supplementary pension scheme in Norway, effective January 1, 2007, to provide benefits for salary in excess of 12 times the National Insurance Base Amount. This supplemental plan provides 49% of salary exceeding 12 times the National Insurance Base Amount for service beginning on or after January 1, 2007.

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All of the members of our executive management team have significant accrued pension benefits under the pension plans as a result of their long tenure. We believe that these pension benefits are a significant reason for the long-term retention of our management team. Our executive officers as well as all other employees have been credited under our Pension Plan for their years of service with FMC Corporation, our former parent company, prior to our spin off as a separate company in 2001.

Savings Plans

All of our U.S. based employees, including our executives, are eligible to participate in our tax-qualified savings and investment plan (the U.S. Qualified Savings Plan). This plan provides an opportunity for employees to save for retirement on both a pre-tax and after-tax basis. Employees exceeding the IRS compensation limit for highly compensated employees can contribute between 2% and 20% of base pay and eligible incentives through pre-tax and after-tax contributions up to the maximum amount prescribed by law and our limits, and employees not considered highly compensated under IRS regulations can also contribute up to 75% of base pay and eligible incentives. We match up to the first 5% of each employee s contributions. Participants are vested on a five year graded vesting schedule for employer matching contributions.

Our U.S. based executives are also eligible to participate in a pre-tax non-qualified defined contribution plan (the U.S. Non-Qualified Savings Plan), which provides our executives and employees who reach contribution limits imposed by the Internal Revenue Service for the U.S. Qualified Savings Plan with the opportunity to participate in a tax advantaged savings plan comparable to the U.S. Qualified Savings Plan. The investment options offered to participants in the Non-Qualified Savings Plan are similar to those offered in our U.S. Qualified Savings Plan. Participants may elect to defer up to 100% of their base pay or annual non-equity incentive bonus into the U.S. Non-Qualified Savings Plan. We match up to the first 5% of the employee s contributions to the U.S. Non-Qualified Savings Plan. Participants are vested on a five year graded vesting schedule for employer matching contributions.

Mr. Halvorsen is eligible to participate in a nonqualified defined contribution plan administered in the United Kingdom (the International Savings Plan). Participation in this plan is generally restricted to key employees with a salary grade of 20 or above and who are not subject to U.S. taxes (not citizens of the U.S., Canada or the Cayman Islands). Exceptions to the salary grade for eligibility can be made by the Company. Participants can contribute up to 75% of base pay and eligible incentives. We match up to the first 5% of each employee s contributions. Both the contributions to the International Savings Plan and the distributions from the International Savings Plan are made in U.S. dollars. Participants are vested on a five-year graded vesting schedule for employer contributions. All vested funds must be distributed upon an employee s termination or retirement from the Company.

Change in Control Agreements

We have entered into agreements with each of our executive officers that will provide them with compensation under certain circumstances in the event of a change in control in our ownership or management. See Potential Payments upon Change in Control for a further description of the terms and potential amounts payable under these agreements.

The benefits payable under the change in control agreements are comparable to benefits executives in similar positions at peer companies are eligible for under their change in control agreements. The competitive nature of these benefits is annually reviewed and analyzed by the Compensation Committee with the assistance of the Committee s compensation consultant, Hewitt Associates.

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All change in control agreements entered into with our executive officers are what is commonly referred to as double trigger agreements. Under these agreements, the benefits are only payable if, in addition to the qualifying change in control, the executive officer s position is terminated or the executive s responsibilities, salary, benefits and/or location are significantly changed.

General Executive Severance Benefits

Under our executive severance plan, executive officers who lose their job through no fault of their own are entitled to receive 15 months of severance pay (limited to base pay and the executive s target annual non-equity incentive bonus), their pro-rated target annual non-equity incentive bonus through the date of termination, the continuation of medical and dental benefits for the same severance period at the employee premium rate, outplacement services, and tax preparation and financial planning assistance for the last calendar year of employment. See Potential Payments upon Termination for a further description of the terms and potential amounts payable under the executive severance plan. The availability of these severance benefits is conditioned on the executive s compliance with non-disclosure, non-compete and non-solicitation covenants. In its approval of the executive severance plan, the Board granted management with the authority to exercise its discretion with respect to the treatment of unvested options and restricted stock grants of terminated executive officers. The terms of our executive severance plan are based on the results of a survey of publicly traded companies conducted by Hewitt Associates. Change in control agreements and severance benefits are exclusive of one another, and in no circumstances would any named executive officer receive benefits under both a change in control agreement and the executive severance plan.

Perquisites

We provide limited perquisites to our executive officers in order to facilitate the performance of their managerial and external marketing roles and to ensure a competitive total compensation package. The perquisites we provide to our executives include financial counseling, tax preparation, parking fees, personal use of company vehicles, dining club memberships and country club memberships and other minor expenses associated with their business responsibilities. Our executives use of company vehicles and dining and country club membership benefits is primarily for business related travel and entertainment. We require our executives to report personal use of company vehicles and club memberships. We also pay certain travel expenses such as air fare and meals for spouses of our executive officers when they accompany their spouses and when such expenses are considered to be related to the business purpose for the travel. If a named executive officer s perquisites exceed $10,000 in cost to us, the total amount of the perquisites provided by us to that named executive officer is included in the All Other Compensation column of the Summary Compensation Table in this Proxy Statement and the nature of those perquisites are described in a footnote to the table. We gross up for the taxes due on the club memberships because personal use of these clubs is generally minimal and incidental to the business use of these facilities.

Stock Ownership and Retention Requirements

The Compensation Committee established executive officer stock ownership guidelines when we were formed in order to ensure a continuing alignment of executive and shareholder interests. Under these guidelines, an executive officer is expected to retain ownership of shares (including restricted stock awards, 50% of the shares underlying options and shares held in the Qualified Savings Plan and the Non-Qualified Savings Plan) in an amount equal in value to a multiple of the individual s base salary and target annual non-equity incentive bonus. Upon becoming named an executive officer, an executive has five years to satisfy an increased or new retention multiple, pro-rated 20% each year.

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The multiple for each of the named executive officers is provided in the following table. Each named executive officer satisfies the ownership guidelines applicable to him.

Named Executive Officer	Multiple of Base Pay and Target Non-Equity Incentive Bonus
Joseph H. Netherland	5.0
Peter D. Kinnear	5.0
William H. Schumann, III	4.5
Charles H. Cannon, Jr.	4.0
John T. Gremp	4.5
Tore Halvorsen	4.0

In 2006, our Compensation Committee adopted new stock retention guidelines requiring our executive officers to retain at least one-half of the net after-tax shares for restricted stock and stock option awards vesting after January 1, 2007 for a period of at least one year after the vesting date. The purpose of this additional policy is to impose a holding period during which our executives must retain ownership of a significant portion of vested equity compensation awards. We believe that the combination of the stock ownership guidelines and the stock retention rules focus our executives on our long term value by aligning their interests with the long-term interest of other stockholders.

Compensation Committee Report

The Compensation Committee Report that follows shall not be deemed to be incorporated by reference into any filing made by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this Proxy Statement by reference, except to the extent we incorporate this Report by specific reference.

The Compensation Committee establishes and oversees the design and functioning of FMC Technology s executive compensation program. We have reviewed and discussed the foregoing Compensation Discussion and Analysis with the management of the Company. Based on this review and discussion, we recommend to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement for the 2008 Annual Meeting.

The Compensation Committee

Mike R. Bowlin, Chairman

Philip J. Burguieres

Thomas M. Hamilton

Richard A. Pattarozzi

James M. Ringler

James R. Thompson

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Summary Compensation Table

The following table summarizes the compensation earned by each of our named executive officers of FMC Technologies from all sources for services rendered in all of their capacities to us during the fiscal year ended December 31, 2007. Joseph H. Netherland served as Chairman of the Board and Chief Executive Officer until March of 2007. On March 15, Mr. Netherland became Chairman of the Board and Peter D. Kinnear became our President and Chief Executive Officer.

Name and Principal Position in 2007 (a)	Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock Awards ($)(1) (e)	Option Awards ($)(1) (f)	Non-Equity Incentive Plan Compensation ($) (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(2) (h)	All Other Compensation ($)(3) (i)	Total ($) (j)
JOSEPH H. NETHERLAND	2007	554,172	0	3,873,900	0	371,410	692,874	227,353	5,719,709
Chairman of the Board	2006	918,677	0	3,288,365	305,392	2,500,000	3,334,624	168,297	10,515,355
PETER D. KINNEAR	2007	781,430	0	3,043,228	0	1,218,570	2,052,980	119,358	7,215,566
President and Chief Executive Officer	2006	513,167	0	1,108,300	90,913	962,181	1,553,058	79,528	4,307,147
WILLIAM H. SCHUMANN, III	2007	549,135	0	1,143,044	0	487,961	330,895	92,166	2,603,201
Executive Vice President and Chief Financial Officer	2006	523,022	0	841,406	81,630	755,085	649,932	89,629	2,940,704
JOHN T. GREMP	2007	450,000	0	930,381	0	475,965	533,268	84,260	2,473,874
Executive Vice President	2006	348,063	0	630,625	39,695	541,029	587,485	65,291	2,212,188
TORE HALVORSEN Senior Vice President	2007	441,770(4)	0	824,962	0	428,959(4)	54,008(4)	37,874(4)	1,787,573(4)
CHARLES H. CANNON, JR.	2007	443,309	0	821,882	0	365,375	170,867	75,582	1,877,015
Senior Vice President	2006	429,557	0	591,327	56,021	591,929	441,806	76,669	2,187,309

(1) The amounts in columns (e) and (f) reflect the dollar amounts recognized for financial statement reporting purposes for the fiscal years ended December 31, 2006 and 2007, in accordance with SFAS 123(R) of stock-based awards pursuant to the Incentive Compensation Plan and as a result may include amounts from awards granted in and prior to 2006. Assumptions used in the calculation of these amounts are included in note (12) to our audited consolidated financial statements for the fiscal year ended December 31, 2007 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2008. These amounts are amortized over the vesting period of the grants which approximate three years. Mr. Netherland and Mr. Kinnear have restricted stock awards that are amortized for SFAS 123R on an accelerated basis through their 62nd birthdays. These awards, however, maintain their normal vesting schedules. The Incentive Compensation Plan allows for individuals to retain unvested shares upon retirement at age 62 or older.

(2) The amounts in column (h) reflect the actuarial increase in the present value of the named executive officer s benefits at the first retirement date with unreduced benefits (age 62 for U.S. pension programs and age 67 for the Norwegian pension program) under all of our pension plans. These amounts are determined using interest rates and mortality rate assumptions consistent with those used in our financial statements. All nonqualified deferred compensation earnings are market-based investments and therefore are not included in this column.

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(3) The amounts reflected in column (i) for the fiscal year ended December 31, 2007 reflect for each named executive officer:

Perquisites ($)	Joseph H. Netherland	Peter D. Kinnear	William H. Schumann, III	John T. Gremp	Tore Halvorsen	Charles H. Cannon, Jr.
Personal Use of Club Memberships*	7,785	3,290	0	7,915	0	437
Financial Planning & Personal Tax Assistance**	28,415	7,166	14,825	12,336	0	12,663
Personal Use of Automobiles***	8,911	5,057	0	4,868	9,646	0
Parking	0	0	4,920	0	0	4,920
Other****	323	142	199	0	0	0
Total Perquisites	**45,434**	**15,655**	**19,944**	**25,119**	**9,646**	**18,020**

* Our cost for each club membership utilized by a named executive officer equals the amount of the annual dues we pay for such membership multiplied by a fraction, the numerator of which is the number of days on which the club is used by the named executive officer primarily for non-business purposes, and the denominator of which is the total days on which the club is used for any purpose.

** Our cost for financial planning and personal tax assistance includes the fees we pay to third party financial planning and tax advisors for service provided to our named executive officers, a portion of which is an annual retainer fee allocated to the individual officers on a pro rata basis. Other fees are specifically allocated to the individual named executive officers receiving the services to which such fees relate.

*** Our cost for personal use of automobiles utilized by each named executive officer is calculated by multiplying our estimate of the incremental annual cost of each executive officer s vehicle by the executive officer s reported proportionate use for personal purposes.

**** Includes reimbursed personal expenses for entertainment, travel and meals.

Other Compensation ($)	Joseph H. Netherland	Peter D. Kinnear	William H. Schumann, III	John T. Gremp	Tore Halvorsen	Charles H. Cannon, Jr.
Life Insurance	25,018	14,073	7,011	5,328	0	5,565
Matching Contributions to Qualified Savings Plan and Non-Qualified Savings Plan	152,709	87,859	65,211	49,551	28,228	51,762
Income tax gross-ups	4,192	1,771	0	4,262	0	235

(4) The amounts reported as salary, non-equity incentive compensation and all other compensation that are reported for Mr. Halvorsen were paid in Norwegian Kroner. These amounts were converted into U.S. Dollars in the Summary Compensation Table. The conversion method utilized was to use an average of the Norwegian Kroner to U.S. Dollar exchange rates on the last day of each month during 2007. The monthly salary amount paid to Mr. Halvorsen for each month in 2007 was equal for each such month.

None of the named executive officers are parties to written or oral employment contracts with us. Accordingly, they remain employed at our will. For a description of the material terms of their compensation arrangements, which include base salary, annual non-equity incentive bonus, equity compensation awards, matching contributions to retirement savings plans, pension benefits and perquisites, and severance and change in control benefits, see Compensation Discussion and Analysis above. Performance targets for performance-based equity awards considered by the Compensation Committee are also quantified in Compensation Discussion and Analysis. Based on the fair value of equity awards granted to the named executive officers in 2007 and the base salary and annual non-equity incentive bonuses of the named executive officers for 2007, base salary and annual non-equity incentive bonuses together accounted for approximately 38% of the total base pay, annual non-equity incentive and equity compensation paid to named executive officers for 2007. Because the Grants of Plan Based Awards Table below reflects the value of certain equity awards based on SFAS 123(R) value rather than the grant date fair value, these percentages may not be able to be derived using the amounts reflected in the table.

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Grants of Plan-Based Awards Table

Shown below is information with respect to plan-based awards made in 2007 to each named executive officer.

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Possible Payouts Under Equity Incentive Plan Awards						
Name (a)	Grant Date (b)	Threshold ($) (c)	Target ($) (d)	Maximum ($) (e)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)	All Other Stock Awards: Number of Shares of Stock or Units (#)(1) (i)	All Other Option Awards: Number of Securities Underlying Options (#) (j)	Exercise or Base Price of Option Awards ($/Sh) (k)	Grant Date Fair Value of Stock and Option Awards ($)(2)(3) (l)
Joseph H. Netherland	2007	0	217,708	587,813							
	2/20/07							80,800			2,646,200
	2/20/07				0	0	0				0
Peter D. Kinnear	2007	0	754,447	2,036,464							
	2/20/07							64,170			2,101,568
	2/20/07				0	64,170	128,340				1,989,912
William H. Schumann, III	2007	0	329,481	889,599							
	2/20/07							17,590			576,073
	2/20/07				0	17,590	35,180				545,466
John T. Gremp	2007	0	315,000	850,500							
	2/20/07							16,050			525,638
	2/20/07				0	16,050	32,100				497,711
Tore Halvorsen	2007	0	287,151	773,098							
	2/20/07							14,150			463,413
	2/20/07				0	14,150	28,300				438,792
Charles H. Cannon, Jr.	2007	0	243,820	660,530							
	2/20/07							12,890			422,148
	2/20/07				0	12,890	25,780				399,719

(1) The amounts shown in column (i) reflect the number of shares of stock subject to time-based vesting requirements granted to each named executive officer in 2007 pursuant to our Incentive Compensation Plan.
(2) The amounts in column (l) reflect the full grant date fair value calculated in accordance with SFAS 123(R) of awards of restricted stock pursuant to the Incentive Compensation Plan in 2007. Generally, the full grant date fair value is the amount that we would expense in our financial statements over the award s vesting schedule. Assumptions used in the calculation of these amounts are included in note (12) to our audited consolidated financial statements for the fiscal year ended December 31, 2007 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2008.
(3) The second award amount in column (l) represents the full grant date fair value of shares subject to performance-based conditions assuming achievement of target performance.

We did not make any grants of stock options or stock appreciation rights in 2007 under the Incentive Compensation Plan for services rendered during 2007 to any of the named executive officers. For a description of the material terms of the restricted stock awards, including the vesting schedules and a description of the performance targets and potential award amounts for those restricted shares subject to performance-based conditions, see the descriptions set forth in Compensation Discussion and Analysis. We do not currently pay dividends on restricted stock awards or shares obtainable upon exercise of outstanding options. Dividends would be payable on equity compensation awards that we issued only if and when dividends are declared and paid on our Common Stock.

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Outstanding Equity Awards at Fiscal Year-End Table

	Option Awards					Stock Awards[2]			
Name (a)	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) (d)	Option Exercise Price ($) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested ($)[1] (h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (i)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($) (j)
Joseph H. Netherland	0	0	0	0	0	421,330	23,889,411	0	0
Peter D. Kinnear	76,400	0	0	9.70	2/20/2013				
	56,800	0	0	12.61	2/19/2014	317,404	17,996,807	0	0
William H. Schumann, III	59,750	0	0	9.70	2/20/2013				
	51,000	0	0	12.61	2/19/2014	156,244	8,859,035	0	0
John T. Gremp	16,956	0	0	10.00	2/15/2011				
	36,180	0	0	9.70	2/20/2013				
	24,800	0	0	12.61	2/19/2014	120,956	6,858,205	0	0
Tore Halvorsen	13,744	0	0	9.66	2/24/2008				
	29,480	0	0	9.70	2/20/2013				
	20,000	0	0	12.61	2/19/2014	111,462	6,319,895	0	0
Charles H. Cannon, Jr.	35,000	0	0	12.61	2/19/2014	111,894	6,344,390	0	0

(1) The market value of shares that have not vested is calculated using $56.70, the closing price of our Common Stock on December 31, 2007, the last trading day of 2007. The full grant date fair value of the awards under SFAS 123R is $10,826,327 for Mr. Netherland; $6,621,477 for Mr. Kinnear; $3,213,992 for Mr. Schumann; $2,825,257 for Mr. Gremp; $2,304,765 for Mr. Halvorsen; and $2,310,138 for Mr. Cannon.

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(2) The outstanding restricted stock awards presented above include awards in the amounts and with the vesting dates in the table below:
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