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(a) Second Amendment of Articles of Incorporation

On May 6, 2011, stockholders at the Company's annual shareholders meeting voted in favor of the Board of Directors' proposal to amend the Company Amended and Restated Certificate of Incorporation, effective immediately, to increase the number of authorized shares of common stock from 300 million shares to 600 million shares.

A copy of the Second Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation is filed as Exhibit 3.1 to this report and is incorporated herein by reference.

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(d) Exhibit

3.1 Second Certificate of Amendment to the FMC Technologies, Inc. Amended and Restated Certificate of Incorporation, effective May 6, 2011.

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

D T U N DU

Dated: May 12, 2011

By: /s/ William H. Schumann, III

Name: William H. Schumann, III

Title: Executive Vice President and Chief Financial Officer

**SECOND CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FMC TECHNOLOGIES, INC.**

The undersigned Corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the corporation is: FMC Technologies, Inc.

SECOND: The Corporation hereby amends its Amended and Restated Certificate of Incorporation as follows:

Section 1 of Article IV is hereby amended by deleting all of the text of such section and replacing it with the following in substitution thereof:

“The Corporation shall be authorized to issue 612,000,000 shares of capital stock, of which 600,000,000 shares shall be shares of Common Stock, \$0.01 par value (“Common Stock”), and 12,000,000 shares shall be shares of Preferred Stock, \$0.01 par value (“Preferred Stock”).”

THIRD: The written amendment effected herein has been duly adopted by the Board of Directors and approved by the stockholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Second Certificate of Amendment has been subscribed this 12th day of May, 2011, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

FMC TECHNOLOGIES, INC.

Jeffrey W. Carr
Senior Vice President, General Counsel
And Secretary