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

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2011

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from to

Commission File Number 1-16489

FMC Technologies, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**36-4412642**
(State or other ju®e 9	

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FMC Technologies, Inc. and Consolidated Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)

(In millions)

	Nine Months Ended September 30,	
	2011	2010
Cash provided (required) by operating activities of continuing operations:		
Net income attributable to FMC Technologies, Inc.	$ 300.6	$ 276.2
Less: Income from discontinued operations, net of income taxes	—	(0.3)
Income from continuing operations	300.6	275.9
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Note 4: Inventories

Inventories consisted of the following:

(In millions)	September 30, 2011	December 31, 2010
Raw materials	$ 146.6	$ 108.8
Work in process	143.2	95.8
Finished goods	593.0	508.4
Gross inventories befo ross		

Note 7: Warranty Obligations

Warranty cost and accrual information was as follows:

(In millions)	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Balance at beginning of period	$ 28.3	$ 20.7	$ 22.4	$ 16.9
Expense for new warranties	10.4	8.8	27.5	20.9
Adjustments to existing accruals	(3.1)	0.3	(1.7)	(1.7)
Claims paid	(9.4)	(6.3)	(22.0)	(12.6)
Balance at end of period	$ 26.2	$ 23.5	$ 26.2	$ 23.5

Note 8: Pension and Other Postretirement Benefits

The components of net periodic benefit cost were as follows:

	Pension Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2011	2010	2011	2010
Service cost	$ 10.5	$ 8.7	$ 31.4	$ 26.9
Interest cost	11.6	10.8	34.9	32.3
Expected return on plan assets	(15.7)	(13.6)	(47.1)	(40.9)
Amortization of transition asset	(0.1)	(0.2)	(0.4)	(0.4)
Amortization of actuarial losses, net	4.5	2.8	13.5	8.6
Net periodic benefit cost	$ 10.8	$ 8.5	$ 32.3	$ 26.5

	Other Postretirement Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2011	2010	2011	2010
Service cost	$ —	$ —	$ 0.1	$ —
Interest cost	0.1	0.2	0.3	0.4
Amortization of prior service benefit	(0.3)	(0.3)	(0.9)	(0.9)
Amortization of actuarial gains, net	(0.1)	(0.1)	(0.2)	(0.2)
Net periodic benefit cost	$ (0.3)	$ (0.2)	$ (0.7)	$ (0.7)

Note 9: Stock-Based Compensation

We have granted awards primarily in the form of nonvested stock units (also known as restricted stock in the plan document) under our Amended and Restated Incentive Compensation and Stock Plan (the "Plan"). We recognize compensation expense for awards under the Plan and the corresponding income tax benefits related to the expense. Stock-based compensation expense for nonvested stock awards was $6.6 million and $5.9 million for the three months ended September 30, 2011 and 2010, respectively, and $20.3 million and $22.2 million for the nine months ended September 30, 2011 and 2010, respectively.

In the nine months ended September 30, 2011, we granted the following restricted stock awards to employees:

(Number of restricted stock shares in thousands)	Shares	Weighted-Average Grant Date Fair Value
Time-based	396	
Performance-based	123*	
Market-based	62Ďrk}et-bt7s., 0	

not publicly available are approximated by using the spread of similar companies in the same industry, of similar size and with the same credit rating. The derivative asset values presented in the preceding tables were reduced by $1.8 million and $0.7 million, and the derivative liability values reduced by $0.2 million and $0.1 million at September 30, 2011 and December 31, 2010, respectively, to approximate fair value, including credit risk.

At the present time, we have no credit-risk-related contingent features in our agreements with the financial institutions that would require us to post collateral for derivative positions in a liability position.

See Note 11 for additional disclosure related to derivative financial instruments.

We determined the fair value of the Earn-out using a discounted cash flow model. The key assumptions used in applying the income approach are the expected profitability and debt, net of cash, of the acquired company during the Earn-out period and the discount rate which approximates our debt credit rating. The fair value measurement is based upon significant inputs not observable in the market. Changes in the value of the Earn-out are recorded as cost of service or other revenue in our condensed consolidated statements of income.

Changes in the fair value of our Level 3 Earn-out were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2011**	**2010**	**2011**	**2010**
Balance at beginning of period	$ 65.3	$ 50.7	$ 59.0	$ 54.0
Remeasurement adjustment	(1.8)	1.4	(0.3)	4.2
Foreign currency translation adjustment	(5.4)	5.9	(0.6)	(0.2)

which contains key provisions relating to the spin-off of the Airport and FoodTech businesses from us in 2008, JBT is required to indemnify us for certain claims made prior to the spin-off, as well as for other claims related to JBT products or business operations. Some of these claims may include those described in this paragraph involving FMC Corporation. While the ultimate responsibility for claims involving FMC Technologies, FMC Corporation or JBT cannot yet be determined due to lack of identification of the products or premises involved, we expect that FMC Corporation will bear responsibility for a majority of these claims initiated subsequent to the spin-off and that JBT will bear responsibility for other claims initiated subsequent to the spin-off.

Note 14: Business Segment Information

Segment revenue and segment operating profit were as follows:

(In millions)	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Segment revenue				
Energy Production Systems	$1,012.8	$770.1	$2,836.8	$2,480.6
Energy Processing Systems	285.7	192.7	774.7	552.6
Other revenue (1) and intercompany eliminations	(11.3)	(2.8)	(13.0)	(10.4)
Total revenue	$1,287.2	$960.0	$3,598.5	$3,022.8
Income before income taxes:				
Segment operating profit:				
Energy Production Systems	$ 114.8	$105.9	$ 294.3	$ 393.1
Energy Processing Systems	61.0	34.5	158.6	91.3
Total segment operating profit	175.8	140.4	452.9	484.4
Corporate items:				
Corporate expense (2)	(9.3)	(10.2)	(28.3)	(29.3)
Other revenue (1) and other expense, net (3)	2.7	(15.2)	(7.5)	(45.9)
Net interest expense	(2.4)	(1.8)	(6.0)	(6.5)
Total corporate items	(9.0)	(27.2)	(41.8)	(81.7)
Income from continuing operations before income taxes attributable to FMC Technologies, Inc.	$ 166.8	$113.2	$ 411.1	$ 402.7

(1) Other revenue comprises certain unrealized gains and losses on derivative instruments related to unexecuted sales contracts.

(2) Corporate expense primarily includes corporate staff expenses.

(3) Other expense, net, generally includes stock-based compensation, other employee benefits, LIFO adjustments, certain foreign exchange gains and losses and the impact of unusual or strategic transactions not representative of segment operations.

Segment operating capital employed and assets were as follows:

(In millions)	September 30, 2011	December 31, 2010
Segment operating		

Business Outlook

Management remains optimistic about business activity for the fourth quarter of 2011 and into 2012. Despite the recent uncertainty in the recovery of the world economies, the current energ

CONSOLIDATED RESULTS OF OPERATIONS
NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010

(In millions, except %)	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010	Change $	Change %
Revenue	$3,598.5	$3,022.8	575.7	19.0
Costs and expenses:				
Cost of sales	2,776.8	2,245.6	531.2	23.7
Selling, general and administrative expense	341.7	312.9	28.8	9.2
Research and development expense	62.0	49.1	12.9	26.3
Total costs and expenses	3,180.5	2,607.6	572.9	22.0
Other expense, net				

During the nine months ended September 30, 2011, cash flows required by investing activities totaled $186.7 million, primarily consisting of amounts required to fund capital expenditures. Capital expenditures increased by $122.0 million year-over-year, primarily reflecting our investment in capacity expansion, tooling, rental tools and equipment upgrades.

Cash provided by financing activities was $92.1 million for the nine months ended September 30, 2011, compared to cash required of $17.8 million for the prior-year period. The year-over-year change resulted primarily from reduced repurchases of common stock under our share repurchase authorization program.

ITEM 1A. RISK FACTORS

As of the date of this filing, except as noted below, there have been no material changes in our Risk Factors as set forth in Item 1A to Part I of our Annual Report on Form 10-K for the year ended December 31, 2010. The following risk factor has been updated and should be read in conjunction with the risk factors disclosed in Item 1A to Part I of our Annual Report on Form 10-K for the year ended December 31, 2010.

Our businesses are subject to a variety of governmental regulations, violations of which could have a material adverse effect on our financial condition and results of operations.

We are exposed to a variety of federal, state, local and international laws and regulations relating to matters such as environmental, health and safety, labor and employment, import/export control, currency exchange, bribery and corruption and taxation. These laws and regulations are complex, change frequently and have tended to become more stringent over time. In the event the scope of these laws and regulations expand in the future, the incremental cost of compliance could adversely impact our financial condition, results of operations or cash flows.

Our operations outside the United States require us to comply with a number of regulations under the laws of the United States and various other countries. For example, our operations in countries outside the United States are subject to the Foreign Corrupt Practices Act ("FCPA"), which prohibits U.S. companies or their agents and employees from providing anything of value to a foreign official for the purposes of influencing any act or decision of those individuals in their official capacity to help obtain or retain business, direct business to any person or corporate entity, or obtain any unfair advantage. The United Kingdom ("U.K.") recently enacted similar laws prohibiting bribery of and corrupt payments to government officials and private individuals outside the U.K. We have internal control policies and procedures and have implemented training and compliance programs for our employees and agents with respect to anti-bribery and anti-corruption laws. However, our policies, procedures and programs may not always protect us from reckless or criminal acts committed by our employees or agents, and severe criminal or civil sanctions may be imposed as a result of violations of these laws. We are also subject to the risks that our employees, joint venture partners, and agents outside of the United States may fail to comply with other applicable laws.

Compliance with U.S. regulations on trade sanctions and embargoes poses a risk to us since our business is conducted on a worldwide basis through various subsidiaries. The U.S. government restricts sales of goods and services and certain other transactions with various countries for policy and national security reasons. While these restrictions apply to U.S. entities, they do not apply to non-U.S. subsidiaries of U.S. companies so long as those entities involved comply with restrictions on U.S. content and U.S. personnel approval and facilitation. A few of our non-U.S. subsidiaries have engaged in transactions with countries subject to the U.S. restrictions; however, the aggregate amount of such sales has not exceeded 1% of our consolidated annual revenue. Even though our non-U.S. subsidiaries may, under applicable laws and regulations, engage in transactions with various countries, in 2009, we adopted a policy directing our non-U.S. subsidiaries to effectuate an orderly withdrawal from doing business with these countries. This policy prohibited entering into new commitments involving these countries, but did not require the non-U.S. subsidiaries to cease performance of existing commitments provided such commitments could be performed in compliance with all applicable laws and regulations. During the second quarter of 2010, we received inquiries from the SEC and the Office of Foreign Assets Control ("OFAC") related to transactions with certain restricted countries with a specific focus on Sudan and Iran. We have provided information to both agencies in response to these requests. The SEC notified us during the third quarter of 2010 that it had closed its inquiry and we have had no further communications from OFAC.

In addition, various other countries or multilateral organizations such as the United Nations may impose restrictions on the sale of goods and services to various countries or entities. Generally these restrictions will be implemented through the national laws and regulations of the applicable countries. Due to the scope of our international operations, these restrictions may affect our ability to enter into or complete contracts. We do not, however, expect these restrictions to have a material adverse effect on our financial condition, cash flows or results of operations.

ITEM 6. EXHIBITS

(a) Exhibits

Number in Exhibit Table	Description
3.2	Amended and Restated Bylaws (incorporated by reference from Exhibit 3.2 to the Quarterly Report on Form 10-Q filed on November 3, 2010 (File No. 001-16489)).
3.3	Second Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to the Current Report on Form 8-K filed on May 6, 2011 (File No. 001-16489)).
4.1	Form of Specimen Certificate for the Company’s Common Stock (incorporated by reference from Exhibit 4.1 to the Form S-1/A filed on May 4, 2001 (File No. 333-55920)).
4.2	Preferred Share Purchase Rights Agreement (incorporated by reference from Exhibit 4.2 to the Form S-8 filed on June 14, 2001 (File No. 333-62996)).
4.3	Amendment to Preferred Share Purchase Rights Agreement (incorporated by reference from Exhibit 4.1 to the Form 8-K filed on September 14, 2009 (File No. 001-16489)).
31.1 *	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
31.2 *	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
32.1 **	Certification of Chief Executive Officer Under Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.
32.2 **	Certification of Chief Financial Officer Under Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.
101.INS **	XBRL Instance Document.
101.SCH **	XBRL Schema Document.
101.CAL **	XBRL Calculation Linkbase Document.
101.DEF **	XBRL Definition Linkbase Document.
101.LAB **	XBRL Label Linkbase Document.
101.PRE **	XBRL Presentation Linkbase Document.

* Filed with this Form 10-Q

** Furnished with this Form 10-Q

SIGNATURE

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 thereunto duly authorized.

FMC TECHNOLOGIES, INC.
(Registrant)

/s/ Jay A. Nutt
Jay A. Nutt
Vice President and Controller
(Chief Accounting Officer and a Duly Authorized Officer)

Date: November 1, 2011

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
UNDER SECTION 906 OF THE SARBANES-OXLEY
ACT OF 2002, 18 U.S.C. 1350

I, John T. Gremp, Chairman, President and Chief Executive Officer of FMC Technologies, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended September 30, 2011, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 1, 2011

/s/ John T. Gremp
John T. Gremp
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
UNDER SECTION 906 OF THE SARBANES-OXLEY
ACT OF 2002, 18 U.S.C. 1350**

I, William H. Schumann, III, Executive Vice President and Chief Financial Officer of FMC Technologies, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended September 30, 2011, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 1, 2011

/s/ William H. Schumann, III

William H. Schumann, III
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)