

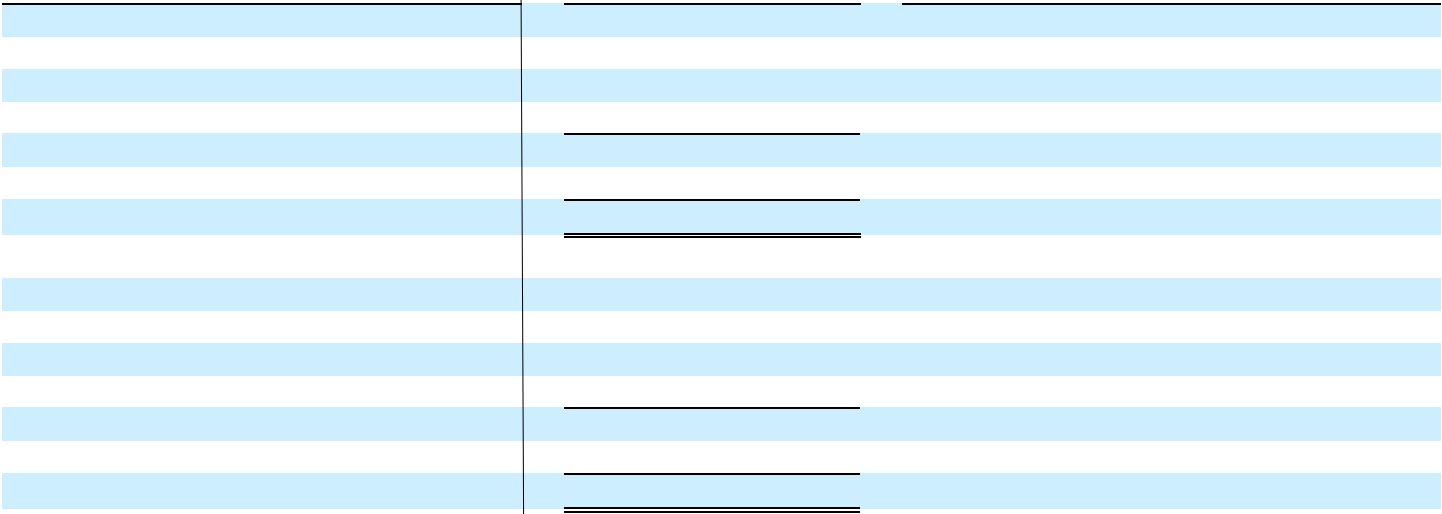
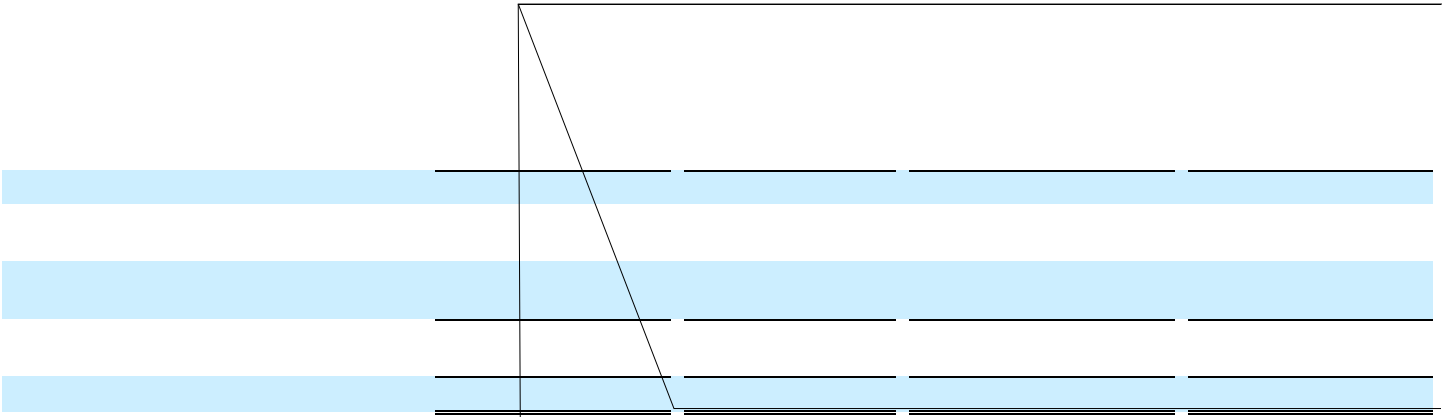
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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains “forward-looking statements” intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact contained in this report are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements usually relate to future operations, anticipated revenues, earnings, cash flows, or other aspects of our operations or operating results. Forward-looking statements are often identified by the words “believe,” “expect,” “anticipate,” “plan,” “intend,” “foresee,” “should,” “would,” “could,” “may,” “estimate,” “outlook” and similar expressions, including the negative of these words, however, does not mean that the statements are not forward-looking. These forward-looking statements are based on our current expectations, beliefs and assumptions concerning future developments and business conditions and their potential effect on us. While







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Note 11: Derivative Financial Instruments

We hold derivative financial instruments for the purpose of hedging the risks of certain identifiable and anticipated transactions. The types of risks hedged are those relating to the variability of future earnings and cash flows caused by movements in foreign currency exchange rates. We hold the following types of derivative instruments:

Foreign exchange rate forward contracts—The purpose of these instruments is to hedge the risk of changes in future cash flows of anticipated purchase or sale commitments denominated in foreign currencies. At March 31, 2013, we held the following material positions:

(In millions)	Notional Amount	
	Bought (Sold)	USD Equivalent
Australian dollar	(25.4)	(26.5)
British pound	(16.2)	(24.5)
Canadian dollar	13.1	12.9
Chinese renminbi	155.8	25.1
Euro	24.3	31.1
Kuwaiti dinar	(9.2)	(32.1)
Malaysian ringgit	98.7	31.9
Norwegian krone	1,703.0	290.3
Russian ruble	(585.5)	(18.9)
Singapore dollar	180.7	145.5
Swedish krona	118.5	18.2
Swiss franc	23.0	24.1
U.S. dollar	(87.1)	(87.7)

Foreign exchange rate instruments embedded in purchase and sales contracts

Note 13: Commitments and Contingent Liabilities

In the ordinary course of business with customers, vendors and others, we issue standby letters of credit, performance bonds, surety bonds and other guarantees. The majority of these financial instruments represent guarantees of our future performance. Additionally, we were the named guarantor on certain letters of credit and performance bonds issued by our former subsidiary, John Bean Technologies Corporation (“JBT”). Pursuant to the terms of the Separation and Distribution Agreement, dated July 31, 2008, between FMC Technologies and JBT (the “JBT Separation and Distribution Agreement”), we are fully indemnified by JBT with respect to certain residual obligations. Management does not expect any of these financial instruments to result in losses that, if incurred, would have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Contingent liabilities associated with legal matters—We are involved in various pending or potential legal actions in the ordinary course of our business. Management is unable to predict the ultimate outcome of these actions, because of the inherent uncertainty of litigation. However, management believes that the most probable, ultimate resolution of these matters will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Note 13: Commitments made will n ~

In addition, under the Separation and Distribution Agreement, dated May 31, 2001, between FMC Corporation and FMC Technologies, FMC Corporation is required to indemnify us for certain claims made prior to us w MC

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Note 14: Business Segment Information

Segment revenue and segment operating profit were as follows:

(In millions)	Three Months Ended March 31,	
	2013	2012
Segment revenue		
Subsea Technologies	\$ 1,092.2	\$ 894.9
Surface Technologies	421.7	377.8
Energy Infrastructure	135.6	137.0
Other revenue (1) and intercompany eliminations	(3.5)	(13.1)
Total revenue	\$ 1,646.0	\$ 1,396.6
Income before income taxes:		
<u>Segment operating profit:</u>		
Subsea Technologies	\$ 99.4	\$ 75.1
Surface Technologies	57.3	78.0
Energy Infrastructure	10.1	9.3
Intercompany eliminations	(0.2)	—
Total segment operating profit	166.6	162.4
<u>Corporate items:</u>		
Corporate expense (2)	(10.3)	(8.5)
Other revenue (1) and other expense, net (3)	(17.0)	(20.9)
Net interest expense	(8.1)	(3.5)
Total corporate items	(35.4)	(32.9)
Income before income taxes attributable to FMC Technologies, Inc.	\$ 131.2	\$ 129.5

(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.

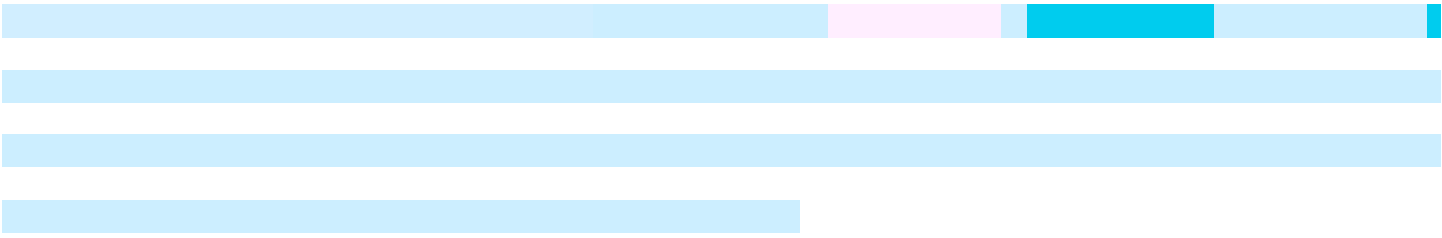
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Business Outlook

Overall, management remains optimistic about business activity for the remainder of 2013 as global economic growth is supporting some signs of a moderate recovery. While expectations of future energy demand remain closely tied to economic activity in major world economies, total world consumption of crude oil and liquid fuels is expected to slightly increase in 2013. As a result, we currently expect crude oil prices to remain at a level that supports strong exploration and production activity, especially in subsea markets.

Our strong subsea project backlog as of March 31, 2013, combined with continued strong demand for subsea services related to exploration and production activity, supports our expectations of higher subsea revenue and increasing margins during the remainder of 2013. The subsea market growth in the first quarter of 2013 is aligning with our expectations of market materialization and continued improvement in pricing for our products and services. Our ability to sign significant service agreements with some of our major customers during the first quarter of 2013 has demonstrated the growth in service requirements associated with subsea fields, and we expect this service demand to continue to grow as more equipment continues to be installed offshore. We believe the workforce we added in the past two years, including increased capacity surrounding supply chain management, has prepared us for this overall subsea market growth. We expect market demand to remain strong for our subsea technologies systems and service offerings worldwide.

Regarding our surface technologies portfolio, the slowdown in North American shale activity during the last half of 2012, resulting from curtailed fracturing capacity expansion, continued in the first quarter of 2013 and is expected to continue for the rest of the year. This slowdown had a negative impact on segment profits in the first quarter of 2013 compared to the prior year; however, we expect the North American shale markets to see some improvements in the latter half of the year, leading to increases in repair and replacement sales for our fluid control business.



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Subsea Technologies' revenue increased \$197.3 million year-over-year. Revenue for the first quarter of 2013 included a \$16.5 million unfavorable impact of foreign currency translation, compared to the prior-year quarter. Excluding the impact of foreign currency translation, total revenue increased by \$213.8 million year-over-year. Subsea Technologies revenue is primarily impacted by the level of backlog conversion. Subsea revenue increased year-over-year in all regions of our subsea systems business. We entered the first quarter with solid subsea backlog and continued to have strong subsea systems and service order activity during the first quarter of 2013. Additionally, revenue increased year-over-year resulting from our acquisition of the remaining 55% interest of Schilling Robotics during the second quarter of 2012.

Subsea Technolog i

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Inbound orders represent the estimated sales value of confirmed customer orders received during the reporting period.

(In millions)	Inbound Orders	
	Three Months Ended March 31,	
	2013	2012
Subsea Technologies	\$ 1,193.3	\$ 1,428.8
Surface Technologies	448.9	424.7
Energy Infrastructure	134.3	192.2
Intercompany eliminations and other	(12.1)	23
Total inbound orders	\$ 1,764.4	\$ 2,048.0

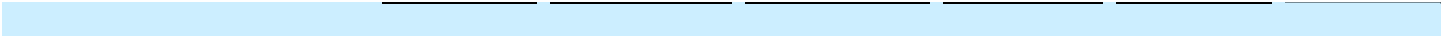
Order backlog is calculated as the estimated sales value of unfilled, confirmed customer orders at the reporting date. Translation negatively affected backlog by \$69.5 million and positively affected backlog by \$71.4 million for the three months ended March 31, 2013 and 2012, respectively.

(In millions)	Order Backlog		
	March 31, 2013	December 31, 2012	March 31, 2012
Subsea Technologies	\$ 4,682.6	4,580.1	\$ 4,688.5
Surface Technologies	522.3	500.8	621.0
Energy Infrastructure	251.9		

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LIQUIDITY AND CAPITAL RESOURCES

Substantially all of our cash balances are held outside the United States and are generally used to meet the liquidity needs of our non-U.S. operations. Most of our cash held outside the United States could be repatriated to the United States, but under current law, any such repatriation would be subject to U.S. federal income tax, as adjusted for applicable foreign ~ a



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CRITICAL ACCOUNTING ESTIMATES

Refer to our Annual Report on Form 10-K for the year ended December 31, 2012, for a discussion of our critical accounting estimates. During the three months ended March 31, 2013, there were no material changes in our judgments and assumptions associated with the development of our critical accounting estimates.

RECENTLY ISSUED ACCOUNTING STANDARDS

Management believes that recently issued accounting standards, which are not yet effective, will not have a material impact on our condensed consolidated financial statements upon adoption.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Refer to Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2012, for quantitative and qualitative disclosures about market risk. There have been no material changes in our exposures to market risk since December 31, 2012.

ITEM 4. CONTROLS AND PROCEDURES

Under the direction of our principal executive officer and principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2013. Based upon this evaluation, we have concluded as of March 31, 2013, that our disclosure controls and procedures were:

- i) effective in ensuring that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms; and
- ii) effective in ensuring that information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in internal controls identified in the evaluation for the quarter ended March 31, 2013, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act.

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ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

ITEM 5. OTHER INFORMATION

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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)

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10.5	Amended and Restated FMC Technologies, Inc. Savings and Investment Plan, dated January 1, 2013 (incorporated by reference from Exhibit 10.20 to the Annual Report on Form 10-K filed on February 22, 2013) (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.

* Furnished with this Quarterly Report on Form 10-Q

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULES 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934

I, John T. Grempe, certify that:

1. I have reviewed this quarterly report on Form 10-Q of FMC Technologies, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2013

/s/ John T. Grempe

John T. Grempe

Chairman and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Maryann T. Seaman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of FMC Technologies, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining internal controls and procedures (as defined in Exchange Act Rules 13a-15 and 15d-15) for financial reporting, and for the design and implementation of these controls and procedures.

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

I, John T. Grep, Chairman 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 March 31, 2013, 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: April 29, 2013

/s/ John T. Grep

John T. Grep
Chairman and Chief Executive Officer

(Principal Executive Officer)

