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3. Our 2011 executive compensation program was approved as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>	<u>BROKER NON-VOTES</u>
200,920,695	2,455,474	498,606	8,093,010

4. The amendment to our Amended and Restated Certificate of Incorporation to provide for the annual election of directors was approved as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTENTIONS</u>	<u>BROKER NON-VOTES</u>
203,510,272	244,600	119,903	8,093,010

**Item 9.01 Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	Third Certificate of Amendment to the Amended and Restated Certificate of Incorporation of FMC Technologies, Inc.

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**Exhibit Index**

**Exhibit No.**

**Description of Exhibit**

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3.1

Third Certificate of Amendment to the Amended and Restated Certificate of Incorporation of FMC Technologies, Inc.



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but only by the affirmative vote of the holders of at least 80 percent of the total voting power of all classes of outstanding capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 5. Except as otherwise provided by the resolution or resolutions adopted by the Board of Directors designating the rights, powers and preferences of any Preferred Stock, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, or by the sole remaining director. Any director so chosen shall hold office until the next election and until his or her successor is shall be elected and qualified or until such director's earlier death, resignation, retirement, disqualification, removal from office or other cause; provided, however, that any replacement director chosen to fill a vacancy left by a director who was elected to a three-year term shall continue in office for the remainder of such three-year term, unless his or her term is sooner terminated by death, resignation, retirement, disqualification, removal from office or other cause. No decrease in the number of directors shall shorten the term of any incumbent director."

: 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.

, this Third Certificate of Amendment has been subscribed this 3 day of May 2012, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

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