

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

~~Schedule 13G~~ ~~MC~~ ~~ocur~~ ~~X~~ ~~restement~~ 13G

Under the Securities Exchange Act of 1934
(Amendment No.: 1)*

Name of issuer: FMC TECHNOLOGIES INC

Title of Class of Securities: COMMON STOCK

CUSIP Number: 30249U101

Date of Event Which Requires Filing of this Statement: December 31, 2010

Check the appropriate box to describe the filer: X M O

CUSIP No.: 30249U101

13G

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

THE VANGUARD GROUP, INC. - 23-1945930

2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP

A.

B.

3. SEC USE ONLY

4. CITIZE

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Act of 1934

Check the following [line] if a fee is being paid with this statement N/A

Item 1(a) - Name of Issuer:

FMC TECHNOLOGIES INC

Item 1(b) - Address of Issuer's Principal Executive Offices:

1803 GEARS ROAD
HOUSTON, TX 77067

Item 2(a) - Name of Person Filing:

THE VANGUARD GROUP, INC. - 23-1945930

Item 2(b) - Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd.
Malvern, PA 19355

Item 2(c) - Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

COMMON STOCK

Item 2(e) - CUSIP Number

30249U101

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

6,095,208

(b) Percent of Class:

5.09%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 152,075

(ii) shared power to vote or direct to vote:

(iii) sole power to dispose of or to direct the disposition of: 5,943,133

(iv) shared power to dispose or to direct the disposition of: 152,075

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 2/09/ 0

Appendix A

Pursuant to the instructions of Item 7 of Schedule 13G, Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 152,075 shares or .12% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts. VFTC directs the voting of these shares.

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed on January 29, 2010, see File Number 811-3916, Incorporated by Reference
