

FMC TECHNOLOGIES INC  
 Form 5/A  
 February 28, 2005

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**CARR JEFFREY W**

(Last) (First) (Middle)

**1803 GEARS ROAD**

(Street)

**HOUSTON, TX 77067**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FMC TECHNOLOGIES INC [FTI]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2001**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/14/2002**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Vice Pres & General Counsel**

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)

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Derivative Security					or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)								
Employee Stock Option (right to buy)	\$ 19.66	12/31/2001	Â	J <sup>(1)</sup>	3,255 <sub>(2)</sub>	Â	01/02/1999	03/08/2006	Common Stock	3,255
Employee Stock Option (right to buy)	\$ 19.32	12/31/2001	Â	J <sup>(1)</sup>	9,042 <sub>(2)</sub>	Â	01/02/2001	02/24/2008	Common Stock	9,042

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR JEFFREY W 1803 GEARS ROAD HOUSTON, TX 77067	Â	Â	Â Vice Pres & General Counsel	Â

## Signatures

By: By: James L. Marvin  
Date: 02/28/2005

Signature of Reporting Person: \_\_\_\_\_ Date: \_\_\_\_\_

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Stock options acquired in a pro rata distribution by FMC Corporation.
- (2) The amount of the reporting person's employee stock options is corrected with the filing of this amended Form 5.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.