

FMC TECHNOLOGIES INC
 Form 10-Q
 July 24, 2015
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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 June 30, 2015
 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 001-16489

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

| | |
|----------------------------------------------------------------|--------------------------------------|
| Delaware | 36-4412642 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

| | |
|------------------------------------------------------|------------|
| 5875 N. Sam Houston Parkway W., Houston, Texas | 77086 |
| (Address of principal executive offices) | (Zip Code) |
| (281) 591-4000 | |
| (Registrant's telephone number, including area code) | |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---------------------------------------------------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer (Do not check if a smaller reporting company) | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| | |
|------------------------------------------|------------------------------|
| Class | Outstanding at July 21, 2015 |
| Common Stock, par value \$0.01 per share | 229,473,847 |

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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 events and 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 thereof. The absence 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 management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate.

All of our forward-looking statements involve risks and uncertainties (some of which are significant or beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. Known material factors that could cause actual results to differ materially from those contemplated in the forward-looking statements include those set forth in Part II, Item 1A, “Risk Factors” and elsewhere in this Quarterly Report on Form 10-Q and Part I, Item 1A, “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, as well as the following:

- Demand for our systems and services, which is affected by changes in the price of, and demand for, crude oil and natural gas in domestic and international markets;
- Potential liabilities arising out of the installation or use of our systems;
- U.S. and international laws and regulations, including environmental regulations, that may increase our costs, limit the demand for our products and services or restrict our operations;
- Disruptions in the political, regulatory, economic and social conditions of the countries in which we conduct business;
- Fluctuations in currency markets worldwide;
- Cost overruns that may affect profit realized on our fixed price contracts;
- Disruptions in the timely delivery of our backlog and its effect on our future sales, profitability and our relationships with our customers;
- The cumulative loss of major contracts or alliances;
- Rising costs and availability of raw materials;
- A failure of our information technology infrastructure or any significant breach of security;
- Our ability to develop and implement new technologies and services, as well as our ability to protect and maintain critical intellectual property assets;
- The outcome of uninsured claims and litigation against us;
- Deterioration in future expected profitability or cash flows and its effect on our goodwill;
- Continuing consolidation within our customers’ industries; and
- Downgrade in the ratings of our debt could restrict our ability to access the debt capital markets.

We wish to caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any of our forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except to the extent required by law.

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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

| (In millions, except per share data) | Three Months Ended | | Six Months Ended | |
|---------------------------------------------------------------------|--------------------|-----------|------------------|-----------|
| | June 30, 2015 | 2014 | June 30, 2015 | 2014 |
| Revenue: | | | | |
| Product revenue | \$1,366.5 | \$1,590.4 | \$2,728.8 | \$3,039.5 |
| Service revenue | 255.5 | 314.0 | 522.2 | 616.4 |
| Lease and other income | 73.2 | 80.9 | 139.4 | 153.8 |
| Total revenue | 1,695.2 | 1,985.3 | 3,390.4 | 3,809.7 |
| Costs and expenses: | | | | |
| Cost of product revenue | 1,053.8 | 1,227.0 | 2,083.9 | 2,341.5 |
| Cost of service revenue | 193.7 | 226.3 | 400.0 | 451.8 |
| Cost of lease and other revenue | 49.5 | 54.3 | 95.7 | 113.1 |
| Selling, general and administrative expense | 164.3 | 188.4 | 338.3 | 371.2 |
| Research and development expense | 36.2 | 29.4 | 65.8 | 54.7 |
| Restructuring and impairment expense (Note 4) | 9.7 | 0.2 | 20.1 | 4.9 |
| Total costs and expenses | 1,507.2 | 1,725.6 | 3,003.8 | 3,337.2 |
| Gain on sale of Material Handling Products (Note 5) | — | 85.6 | — | 85.6 |
| Other expense, net | (15.1) | (1.6) | (21.4) | (2.7) |
| Income before net interest expense and income taxes | 172.9 | 343.7 | 365.2 | 555.4 |
| Net interest expense | (9.0) | (8.3) | (16.3) | (16.5) |
| Income before income taxes | 163.9 | 335.4 | 348.9 | 538.9 |
| Provision for income taxes | 55.9 | 107.7 | 92.8 | 174.7 |
| Net income | 108.0 | 227.7 | 256.1 | 364.2 |
| Net income attributable to noncontrolling interests | (0.1) | (1.4) | (0.6) | (2.7) |
| Net income attributable to FMC Technologies, Inc. | \$107.9 | \$226.3 | \$255.5 | \$361.5 |
| Earnings per share attributable to FMC Technologies, Inc. (Note 3): | | | | |
| Basic | \$0.46 | \$0.96 | \$1.10 | \$1.53 |
| Diluted | \$0.46 | \$0.95 | \$1.10 | \$1.52 |
| Weighted average shares outstanding (Note 3): | | | | |
| Basic | 232.3 | 236.7 | 232.7 | 237.0 |
| Diluted | 232.9 | 237.2 | 233.2 | 237.5 |

The accompanying notes are an integral part of the condensed consolidated financial statements.

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FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

| (In millions) | Three Months Ended | | Six Months Ended | |
|---------------------------------------------------------------------------------------------|--------------------|---------|------------------|---------|
| | June 30, 2015 | 2014 | June 30, 2015 | 2014 |
| Net income | \$108.0 | \$227.7 | \$256.1 | \$364.2 |
| Other comprehensive income (loss), net of tax: | | | | |
| Foreign currency translation adjustments ⁽¹⁾ | 26.7 | 7.1 | (74.3 |) 16.4 |
| Net gains (losses) on hedging instruments: | | | | |
| Net gains (losses) arising during the period | 24.2 | (8.2 |) (17.2 |) (8.4 |
| Reclassification adjustment for net losses (gains) included in net income | 20.1 | (4.5 |) 33.1 | (6.9 |
| Net gains (losses) on hedging instruments ⁽²⁾ | 44.3 | (12.7 |) 15.9 | (15.3 |
| Pension and other post-retirement benefits: | | | | |
| Reclassification adjustment for amortization of prior service credit included in net income | — | — | — | (0.1 |
| Reclassification adjustment for amortization of net actuarial loss included in net income | 5.4 | 3.2 | 10.7 | 6.0 |
| Net pension and other post-retirement benefits ⁽³⁾ | 5.4 | 3.2 | 10.7 | 5.9 |
| Other comprehensive income (loss), net of tax | 76.4 | (2.4 |) (47.7 |) 7.0 |
| Comprehensive income | 184.4 | 225.3 | 208.4 | 371.2 |
| Comprehensive income attributable to noncontrolling interest | (0.1 |) (1.4 |) (0.6 |) (2.7 |
| Comprehensive income attributable to FMC Technologies, Inc. | \$184.3 | \$223.9 | \$207.8 | \$368.5 |

⁽¹⁾ Net of income tax (expense) benefit of \$(1.5) and \$(0.2) for the three months ended June 30, 2015 and 2014, respectively, and \$6.8 and \$(1.2) for the six months ended June 30, 2015 and 2014, respectively.

⁽²⁾ Net of income tax (expense) benefit of \$(13.4) and \$2.9 for the three months ended June 30, 2015 and 2014, respectively, and \$(3.6) and \$(0.9) for the six months ended June 30, 2015 and 2014, respectively.

⁽³⁾ Net of income tax (expense) benefit of \$(2.5) and \$(1.5) for the three months ended June 30, 2015 and 2014, respectively, and \$(5.0) and \$(3.4) for the six months ended June 30, 2015 and 2014, respectively.

The accompanying notes are an integral part of the condensed consolidated financial statements.

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CONDENSED CONSOLIDATED BALANCE SHEETS

| | June 30, 2015 | December 31, 2014 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------|
| (In millions, except par value data) | (Unaudited) | |
| Assets | | |
| Cash and cash equivalents | \$587.2 | \$638.8 |
| Trade receivables, net of allowances of \$13.2 in 2015 and \$9.4 in 2014 | 1,891.5 | 2,127.0 |
| Inventories, net (Note 6) | 970.1 | 1,021.2 |
| Derivative financial instruments (Note 14) | 236.8 | 197.6 |
| Prepaid expenses | 72.9 | 48.5 |
| Deferred income taxes | 83.7 | 70.8 |
| Income taxes receivable | 42.8 | 23.4 |
| Other current assets | 346.6 | 309.1 |
| Total current assets | 4,231.6 | 4,436.4 |
| Investments | 33.3 | 35.9 |
| Property, plant and equipment, net of accumulated depreciation of \$882.8 in 2015 and \$833.4 in 2014 | 1,481.5 | 1,458.4 |
| Goodwill | 540.1 | 552.1 |
| Intangible assets, net of accumulated amortization of \$130.5 in 2015 and \$119.2 in 2014 | 267.5 | 282.9 |
| Deferred income taxes | 115.9 | 106.5 |
| Derivative financial instruments (Note 14) | 68.2 | 134.9 |
| Other assets | 155.8 | 168.5 |
| Total assets | \$6,893.9 | \$7,175.6 |
| Liabilities and equity | | |
| Short-term debt and current portion of long-term debt | \$11.4 | \$11.7 |
| Accounts payable, trade | 601.7 | 723.5 |
| Advance payments and progress billings | 787.3 | 965.2 |
| Accrued payroll | 209.1 | 256.8 |
| Derivative financial instruments (Note 14) | 355.2 | 230.2 |
| Income taxes payable | 103.7 | 152.9 |
| Deferred income taxes | 58.2 | 54.2 |
| Other current liabilities | 374.5 | 389.1 |
| Total current liabilities | 2,501.1 | 2,783.6 |
| Long-term debt, less current portion (Note 8) | 1,275.2 | 1,297.2 |
| Accrued pension and other post-retirement benefits, less current portion | 215.5 | 236.7 |
| Derivative financial instruments (Note 14) | 109.1 | 220.2 |
| Deferred income taxes | 75.0 | 54.3 |
| Other liabilities | 102.5 | 105.9 |
| Commitments and contingent liabilities (Note 16) | | |
| Stockholders' equity (Note 13): | | |
| Preferred stock, \$0.01 par value, 12.0 shares authorized in 2015 and 2014; no shares issued in 2015 or 2014 | — | — |
| Common stock, \$0.01 par value, 600.0 shares authorized in 2015 and 2014; 286.3 shares issued in 2015 and 2014; 229.8 and 231.5 shares outstanding in 2015 and 2014, respectively | 2.9 | 2.9 |
| Common stock held in employee benefit trust, at cost; 0.2 shares in 2015 and 2014 | (7.3) | (8.0) |

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| | | | |
|------------------------------------------------------------------------------|-----------|------------|---|
| Treasury stock, at cost; 56.4 and 54.6 shares in 2015 and 2014, respectively | (1,510.4 |) (1,431.1 |) |
| Capital in excess of par value of common stock | 744.0 | 731.9 | |
| Retained earnings | 4,099.8 | 3,844.3 | |
| Accumulated other comprehensive loss | (731.4 |) (683.7 |) |
| Total FMC Technologies, Inc. stockholders' equity | 2,597.6 | 2,456.3 | |
| Noncontrolling interests | 17.9 | 21.4 | |
| Total equity | 2,615.5 | 2,477.7 | |
| Total liabilities and equity | \$6,893.9 | \$7,175.6 | |

The accompanying notes are an integral part of the condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

| (In millions) | Six Months Ended | |
|------------------------------------------------------------------------------------------|------------------|---------|
| | June 30, 2015 | 2014 |
| Cash provided (required) by operating activities: | | |
| Net income | \$256.1 | \$364.2 |
| Adjustments to reconcile net income to cash provided (required) by operating activities: | | |
| Depreciation | 85.5 | 84.8 |
| Amortization | 25.7 | 27.7 |
| Employee benefit plan and stock-based compensation costs | 47.7 | 39.7 |
| Unrealized loss on derivative instruments | 22.5 | 6.5 |
| Deferred income tax provision | 8.2 | 5.4 |
| Gain on sale of Material Handling Products | — | (85.6) |
| Other | 21.2 | 6.7 |
| Changes in operating assets and liabilities, net of effects of acquisitions: | | |
| Trade receivables, net | 143.1 | (42.9) |
| Inventories, net | 29.6 | (59.2) |
| Accounts payable, trade | (99.6) | (31.1) |
| Advance payments and progress billings | (154.1) | 53.6 |
| Income taxes payable, net | (63.4) | (33.8) |
| Payment of Multi Phase Meters earn-out consideration | — | (41.5) |
| Accrued pension and other post-retirement benefits, net | (19.0) | (23.8) |
| Other assets and liabilities, net | (67.8) | (34.9) |
| Cash provided by operating activities | 235.7 | 235.8 |
| Cash provided (required) by investing activities: | | |
| Capital expenditures | (161.2) | (180.0) |
| Proceeds from sale of Material Handling Products, net of cash divested | — | 106.8 |
| Other | 8.6 | 2.4 |
| Cash required by investing activities | (152.6) | (70.8) |
| Cash provided (required) by financing activities: | | |
| Net increase (decrease) in short-term debt | 0.9 | (20.9) |
| Net decrease in commercial paper | (17.0) | (43.5) |
| Repayments of long-term debt | (1.4) | (2.6) |
| Purchase of treasury stock | (91.6) | (72.0) |
| Acquisitions, payment of withheld purchase price | (9.6) | — |
| Payments related to taxes withheld on stock-based compensation | (7.7) | (12.2) |
| Excess tax benefits | 0.4 | 1.9 |
| Payment of Multi Phase Meters earn-out consideration | — | (31.0) |
| Other | (3.3) | (2.0) |
| Cash required by financing activities | (129.3) | (182.3) |
| Effect of exchange rate changes on cash and cash equivalents | (5.4) | 0.4 |
| Decrease in cash and cash equivalents | (51.6) | (16.9) |
| Cash and cash equivalents, beginning of period | 638.8 | 399.1 |
| Cash and cash equivalents, end of period | \$587.2 | \$382.2 |

The accompanying notes are an integral part of the condensed consolidated financial statements.

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FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of FMC Technologies, Inc. and its consolidated subsidiaries (“FMC Technologies”) have been prepared in accordance with United States generally accepted accounting principles (“GAAP”) and rules and regulations of the Securities and Exchange Commission (“SEC”) pertaining to interim financial information. As permitted under those rules, certain footnotes or other financial information that are normally required by GAAP have been condensed or omitted. Therefore, these statements should be read in conjunction with the audited consolidated financial statements, and notes thereto, which are included in our Annual Report on Form 10-K for the year ended December 31, 2014.

Prior to 2015, the income taxes financial statement line item in cash provided by operating activities on the condensed consolidated statements of cash flows historically included changes during the reporting period attributable to income taxes receivables and payables and current and deferred income tax assets and liabilities. Beginning in the first quarter of 2015, amounts attributable to current and deferred income tax assets and liabilities are now presented in the other assets and liabilities, net financial statement line item. All prior-year amounts have been revised to conform to the current year presentation.

Our accounting policies are in accordance with GAAP. The preparation of financial statements in conformity with these accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Ultimate results could differ from our estimates.

In the opinion of management, the statements reflect all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of our financial condition and operating results as of and for the periods presented. Revenue, expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these statements may not be representative of the results that may be expected for the year ending December 31, 2015.

NOTE 2. NEW ACCOUNTING STANDARDS

Recently Adopted Accounting Standards

Effective January 1, 2015, we adopted Accounting Standards Update (“ASU”) No. 2015-01, “Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items” which eliminates from GAAP the concept of extraordinary items. However, the presentation and disclosure guidance for items that are unusual in nature or infrequent in occurrence was retained. We adopted the updated guidance prospectively. The adoption of this update concerns presentation and disclosure only as it relates to our condensed consolidated financial statements.

Recently Issued Accounting Standards

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers.” This update requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU will supersede most existing GAAP related to revenue recognition and will supersede some cost guidance in existing GAAP related to construction-type and production-type contract accounting. Additionally, the ASU will significantly increase disclosures related to revenue recognition. In July 2015, the FASB deferred the effective date of this ASU, and as a result, the amendments are now effective for us on January 1, 2018. Early adoption is permitted to the original effective date of January 1, 2017. Entities are permitted to apply the amendments either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the ASU recognized at the date of initial application. We have not determined the method to be utilized upon adoption. The impacts that adoption of the ASU is expected to have on our consolidated financial statements and related disclosures are being evaluated. Additionally, we have not determined the effect of the ASU on our internal control over financial reporting or other changes in business practices and processes.

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In February 2015, the FASB issued ASU No. 2015-02, “Amendments to the Consolidation Analysis.” This update amends the criteria for determining whether a limited partnership or similar entity is a variable interest entity, eliminates the presumption in the voting model that a general partner controls a limited partnership, eliminates the deferral of ASU 2009-17 for investments in certain investment funds, removes three of the six criteria a fee must meet for a decision maker or service provider to conclude a fee does not represent a variable interest, alters how variable interests held by related parties affect consolidation, and clarifies the two-step process to determine whether the at-risk equity holders of a corporation have the power to direct the corporation’s significant activities. The amendments in this ASU are effective for us on January 1, 2016. Early application is permitted. We believe the adoption of this guidance will not have a material impact on our consolidated financial position or results of operations.

In April 2015, the FASB issued ASU No. 2015-03, “Simplifying the Presentation of Debt Issuance Costs.” This update requires debt issuance costs to be presented in the balance sheet as a deduction from the carrying amount of the corresponding debt liability, consistent with debt discounts or premiums. The amendments in this ASU are effective for us on January 1, 2016. Early application is permitted, and a retrospective application is required. We believe the adoption of this guidance will not have a material impact on our consolidated financial position or results of operations.

In April 2015, the FASB issued ASU No. 2015-05, “Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement.” This update provides guidance on the recognition of fees paid by a customer for cloud computing arrangements as either the acquisition of a software license or a service contract. The amendments in this ASU are effective for us on January 1, 2016. Early application is permitted. Entities may apply the new guidance either prospectively to all arrangements entered into or materially modified after the effective date or retrospectively. We are currently evaluating the impact of this ASU on our consolidated financial statements.

In May 2015, the FASB issued ASU No. 2015-07, “Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).” This update removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient and removes certain related disclosure requirements. The amendments in this ASU are effective for us on January 1, 2016. Early application is permitted. We believe the adoption of this guidance concerns disclosure only and will not have an impact on our consolidated financial position or results of operations.

NOTE 3. EARNINGS PER SHARE

A reconciliation of the number of shares used for the basic and diluted earnings per share calculation was as follows:

| | Three Months Ended | | Six Months Ended | |
|-------------------------------------------------------------------|--------------------|----------|------------------|----------|
| | June 30, | | June 30, | |
| (In millions, except per share data) | 2015 | 2014 | 2015 | 2014 |
| Net income attributable to FMC Technologies, Inc. | \$ 107.9 | \$ 226.3 | \$ 255.5 | \$ 361.5 |
| Weighted average number of shares outstanding | 232.3 | 236.7 | 232.7 | 237.0 |
| Dilutive effect of restricted stock units and stock options | 0.6 | 0.5 | 0.5 | 0.5 |
| Total shares and dilutive securities | 232.9 | 237.2 | 233.2 | 237.5 |
| Basic earnings per share attributable to FMC Technologies, Inc. | \$0.46 | \$0.96 | \$ 1.10 | \$ 1.53 |
| Diluted earnings per share attributable to FMC Technologies, Inc. | \$0.46 | \$0.95 | \$ 1.10 | \$ 1.52 |

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NOTE 4. RESTRUCTURING AND OTHER CHARGES

As a result of the downturn in the energy market and its corresponding impact on our businesses, we initiated a company-wide reduction in workforce intended to reduce costs and better align our workforce with activity levels, which resulted in the recognition of severance costs relating to termination benefits and other restructuring charges. Restructuring and impairment expense were as follows:

| (In millions) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---------------------------------------|-----------------------------|-------|---------------------------|-------|
| | 2015 | 2014 | 2015 | 2014 |
| Restructuring expense | \$9.3 | \$0.2 | \$15.9 | \$4.9 |
| Impairment expense | 0.4 | — | 4.2 | — |
| Total restructuring and other charges | \$9.7 | \$0.2 | \$20.1 | \$4.9 |

NOTE 5. SALE OF MATERIAL HANDLING PRODUCTS

On April 30, 2014, we completed the sale of our equity interests of Technisys, Inc., a Utah corporation, and FMC Technologies Energy Holdings Ltd., a private limited liability company organized under the laws of Hong Kong, and assets primarily representing a product line of our material handling business (“Material Handling Products”) to Syntron Material Handling, LLC, an affiliate of Levine Leichtman Capital Partners Private Capital Solutions II, L.P. Material Handling Products was historically reported in our Energy Infrastructure segment. We recognized a pretax gain of \$85.6 million on the sale during the three months ended June 30, 2014.

NOTE 6. INVENTORIES

Inventories consisted of the following:

| (In millions) | June 30, 2015 | December 31, 2014 |
|--------------------------------|------------------|----------------------|
| Raw materials | \$185.8 | \$196.6 |
| Work in process | 149.3 | 166.1 |
| Finished goods | 830.6 | 849.9 |
| | 1,165.7 | 1,212.6 |
| LIFO and valuation adjustments | (195.6 |) (191.4 |
| Inventories, net | \$970.1 | \$1,021.2 |

Table of Contents**NOTE 7. EQUITY METHOD INVESTMENTS**

FMC Technologies Offshore, LLC (“FTO Services”) is an affiliated company in the form of a joint venture between FMC Technologies and Edison Chouest Offshore LLC. FTO Services provides integrated vessel-based subsea services for offshore oil and gas fields globally, and its results are reported in our Subsea Technologies segment. Our cumulative cash investment in FTO Services totaled \$5.0 million as of June 30, 2015. We have accounted for our 50% investment using the equity method of accounting. Additionally, debt obligations under a revolving credit facility of FTO Services are jointly and severally guaranteed by FMC Technologies and Edison Chouest Offshore LLC. Refer to Note 16 for additional information regarding the guarantee.

FTO Services has experienced net losses since formation due to expenses related to startup of operations and as a result of the downturn in the oilfield services industry. We recognized \$10.1 million and \$18.4 million of losses from equity earnings in affiliates for the three and six months ended June 30, 2015, which are included in lease and other income in the accompanying condensed consolidated statements of income. All prior year results were not material. The carrying value of our equity method investment in FTO Services was \$(20.0) million as of June 30, 2015, and is included as a component of other liabilities in the accompanying condensed consolidated balance sheets. As a result of our joint guarantee of FTO Services’ debt obligations under its revolving credit facility, we recognized losses up to our joint share of such obligations and suspended equity method accounting during the three months ended June 30, 2015. As of June 30, 2015, approximately \$3.0 million of losses from equity in earnings of affiliates were not recognized.

NOTE 8. DEBT

Long-term debt consisted of the following:

| (In millions) | June 30, 2015 | December 31, 2014 |
|--------------------------------------|------------------|----------------------|
| Revolving credit facility | \$— | \$— |
| Commercial paper ⁽¹⁾ | 452.1 | 469.1 |
| 2.00% Notes due 2017 | 299.7 | 299.6 |
| 3.45% Notes due 2022 | 499.7 | 499.7 |
| Term loan | 19.3 | 22.9 |
| Property financing | 7.0 | 9.7 |
| Total long-term debt | 1,277.8 | 1,301.0 |
| Less: current portion | (2.6 |) (3.8 |
| Long-term debt, less current portion | \$1,275.2 | \$1,297.2 |

Committed credit available under our revolving credit facility provided the ability to refinance our commercial paper obligations on a long-term basis. As we have both the ability and intent to refinance these obligations on a ⁽¹⁾ long-term basis, our commercial paper borrowings were classified as long-term in the condensed consolidated balance sheets at June 30, 2015 and December 31, 2014. As of June 30, 2015, our commercial paper borrowings had a weighted average interest rate of 0.56%.

NOTE 9. INCOME TAXES

Our income tax provisions for the three months ended June 30, 2015 and 2014, reflected effective tax rates of 34.1% and 32.2%, respectively. The year-over-year increase in the effective tax rate was primarily due to a settlement of an Internal Revenue Service (“IRS”) audit, partially offset by a favorable change in the forecasted country mix of earnings. Our income tax provisions for the six months ended June 30, 2015 and 2014, reflected effective tax rates of 26.6% and 32.6%, respectively. The year-over-year decrease in the effective tax rate was primarily due to a favorable change in the forecasted country mix of earnings and an increase in earnings from foreign operations indefinitely reinvested outside the United States, partially offset by a settlement of an IRS audit. As of January 1, 2015, we changed our position on earnings from foreign operations as indefinitely reinvested due to increased cash demands outside the United States.

Our effective tax rate can fluctuate depending on our country mix of earnings, since our foreign earnings are generally subject to lower tax rates than in the United States. In certain jurisdictions, primarily Singapore and Malaysia, our tax rate is significantly less than the relevant statutory rate due to tax holidays.

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NOTE 10. WARRANTY OBLIGATIONS

Warranty cost and accrual information was as follows:

| (In millions) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|----------------------------------|-----------------------------|--------|---------------------------|---------|
| | 2015 | 2014 | 2015 | 2014 |
| Balance at beginning of period | \$24.1 | \$18.9 | \$23.0 | \$18.0 |
| Expense for new warranties | 8.7 | 5.5 | 16.4 | 10.9 |
| Adjustments to existing accruals | 0.5 | 0.2 | 2.1 | 0.6 |
| Claims paid | (6.7 |) (5.2 |) (14.9 |) (10.1 |
| Balance at end of period | \$26.6 | \$19.4 | \$26.6 | \$19.4 |

NOTE 11. PENSION AND OTHER POST-RETIREMENT BENEFITS

The components of net periodic benefit cost were as follows:

| (In millions) | Pension Benefits | | | | | | | |
|---------------------------------------------|-----------------------------|--------|---------|--------|---------------------------|---------|---------|---------|
| | Three Months Ended June 30, | | | | Six Months Ended June 30, | | | |
| | 2015 | | 2014 | | 2015 | | 2014 | |
| | U.S. | Int'l | U.S. | Int'l | U.S. | Int'l | U.S. | Int'l |
| Service cost | \$3.6 | \$4.1 | \$3.5 | \$4.3 | \$7.3 | \$8.2 | \$6.9 | \$8.6 |
| Interest cost | 6.6 | 3.7 | 7.3 | 4.7 | 13.2 | 7.4 | 14.6 | 9.4 |
| Expected return on plan assets | (11.0 |) (7.0 |) (11.6 |) (7.7 |) (22.0 |) (13.9 |) (23.2 |) (15.3 |
| Amortization of prior service cost (credit) | — | — | — | 0.1 | — | — | — | 0.1 |
| Amortization of actuarial loss (gain), net | 4.9 | 3.2 | 3.0 | 1.7 | 9.8 | 6.4 | 6.1 | 3.4 |
| Net periodic benefit cost | \$4.1 | \$4.0 | \$2.2 | \$3.1 | \$8.3 | \$8.1 | \$4.4 | \$6.2 |
| Other Post-retirement Benefits | | | | | | | | |
| (In millions) | Three Months Ended June 30, | | | | Six Months Ended June 30, | | | |
| | 2015 | | 2014 | | 2015 | | 2014 | |
| Interest cost | \$0.1 | | \$0.1 | | 0.2 | | 0.2 | |
| Amortization of actuarial loss (gain), net | — | | — | | — | | (0.1 | |
| Net periodic benefit cost | \$0.1 | | \$0.1 | | \$0.2 | | \$0.1 | |

During the six months ended June 30, 2015, we contributed \$5.8 million to our domestic pension benefit plans and \$12.9 million to our international pension benefit plans.

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NOTE 12. STOCK-BASED COMPENSATION

Under the Amended and Restated FMC Technologies, Inc. Incentive Compensation and Stock Plan (the “Plan”), we have primarily granted awards in the form of nonvested stock units (also known as restricted stock units in the plan document). We recognize compensation expense and the corresponding tax benefits for awards under the Plan. Stock-based compensation expense for nonvested stock units was \$11.8 million and \$9.9 million for the three months ended June 30, 2015 and 2014, respectively, and \$31.6 million and \$27.8 million for the six months ended June 30, 2015 and 2014, respectively.

During the six months ended June 30, 2015, we granted the following restricted stock units to employees:

| (Number of restricted stock shares in thousands) | Shares | Weighted-Average Grant Date Fair Value (per share) |
|--------------------------------------------------|--------|----------------------------------------------------|
| Time-based | 931 | |
| Performance-based | 246 | * |
| Market-based | 123 | * |
| Total granted | 1,300 | \$39.77 |

* Assumes grant date expected payout

For current-year performance-based awards, actual payouts may vary from zero to 492 thousand shares, contingent upon our performance relative to a peer group of companies with respect to earnings growth and return on investment for the year ending December 31, 2015. Compensation cost is measured based on the current expected outcome of the performance conditions and may be adjusted until the performance period ends.

For current-year market-based awards, actual payouts may vary from zero to 246 thousand shares, contingent upon our performance relative to the same peer group of companies with respect to total shareholder return (“TSR”) for a three year period ending December 31, 2017. The payout for the TSR metric is determined based on our performance relative to the peer group. A payout is possible regardless of whether our TSR for the three year period is positive or negative. However, if our TSR for the three year period is not positive, the payout with respect to TSR is limited to the target previously established by the Compensation Committee of the Board of Directors. Compensation cost for these awards is calculated using the grant date fair market value, as estimated using a Monte Carlo simulation, and is not subject to change based on future events.

NOTE 13. STOCKHOLDERS’ EQUITY

There were no cash dividends declared during the three and six months ended June 30, 2015 and 2014.

The following is a summary of our treasury stock activity for the six months ended June 30, 2015 and 2014:

| | |
|---------------------------------|----------------|
| (Number of shares in thousands) | Treasury Stock |
| Balance as of December 31, 2013 | 50,318 |
| Stock awards | (478) |
| Treasury stock purchases | 1,369 |
| Balance as of June 30, 2014 | 51,209 |
| | |
| Balance as of December 31, 2014 | 54,626 |
| Stock awards | (466) |
| Treasury stock purchases | 2,235 |
| Balance as of June 30, 2015 | 56,395 |

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We repurchased \$91.6 million and \$72.0 million of common stock during the six months ended June 30, 2015 and June 30, 2014, respectively, under the authorized repurchase program. In February 2015, the Board of Directors authorized an extension of our repurchase program by 15.0 million shares. As of June 30, 2015, our Board of Directors had authorized 90.0 million shares of common stock under our share repurchase program, and approximately 20.8 million shares of common stock remained available for purchase, which may be executed from time to time in the open market. We intend to hold repurchased shares in treasury for general corporate purposes, including issuances under our stock-based compensation plan. Treasury shares are accounted for using the cost method.

Accumulated other comprehensive loss consisted of the following:

| (In millions) | Foreign Currency Translation | Hedging | Defined Pension and Other Post-retirement Benefits | Accumulated Other Comprehensive Loss |
|---------------------------------------------------------------------------------------|------------------------------|------------|----------------------------------------------------|--------------------------------------|
| December 31, 2014 | \$ (311.9 |) \$ (77.3 |) \$ (294.5 |) \$ (683.7 |
| Other comprehensive income (loss) before reclassifications, net of tax | (74.3 |) (17.2 |) — | (91.5 |
| Reclassification adjustment for net losses (gains) included in net income, net of tax | — | 33.1 | 10.7 | 43.8 |
| Other comprehensive income (loss), net of tax | (74.3 |) 15.9 | 10.7 | (47.7 |
| June 30, 2015 | \$ (386.2 |) \$ (61.4 |) \$ (283.8 |) \$ (731.4 |

Reclassifications out of accumulated other comprehensive loss consisted of the following:

| (In millions) | Three Months Ended | | Six Months Ended | | Affected Line Item in the Condensed Consolidated Statement of Income |
|---------------------------------------------------------------|-----------------------------------------------------------------|---------------|------------------|---------------|----------------------------------------------------------------------|
| | June 30, 2015 | June 30, 2014 | June 30, 2015 | June 30, 2014 | |
| Details about Accumulated Other Comprehensive Loss Components | Amount Reclassified out of Accumulated Other Comprehensive Loss | | | | |
| Gains (losses) on hedging instruments | | | | | |
| Foreign exchange contracts: | \$ (35.3 |) \$ (4.3 |) \$ (61.7 |) \$ (14.8 |) Revenue |
| | 7.5 | 9.0 | 19.0 | 20.3 |) Cost of sales |
| | (0.4 |) 0.1 | (0.9 |) — |) Selling, general and administrative expense |
| | (0.1 |) — | (0.1 |) — |) Research and development expense |
| | 1.9 | — | 1.9 | — |) Net interest expense |
| | (26.4 |) 4.8 | (41.8 |) 5.5 |) Income before income taxes |
| | 6.3 | (0.3 |) 8.7 | 1.4 |) Income tax (expense) benefit |
| | \$ (20.1 |) \$ 4.5 |) \$ (33.1 |) \$ 6.9 |) Net income |
| Defined pension and other post-retirement benefits | | | | | |
| Amortization of actuarial gain (loss) | \$ (7.9 |) \$ (4.6 |) \$ (15.7 |) \$ (9.3 |) (a) |
| Amortization of prior service credit (cost) | — | — | — | 0.1 | (a) |
| | (7.9 |) (4.6 |) (15.7 |) (9.2 |) Income before income taxes |
| | 2.5 | 1.4 | 5.0 | 3.3 |) Income tax (expense) benefit |
| | \$ (5.4 |) \$ (3.2 |) \$ (10.7 |) \$ (5.9 |) Net income |

- (a) These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Note 11 for additional details).

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NOTE 14. 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 June 30, 2015, we held the following material positions:

| (In millions) | Notional Amount Bought (Sold) | USD Equivalent |
|-------------------|----------------------------------|----------------|
| Australian dollar | 31.9 | 24.6 |
| Brazilian real | 167.5 | 53.4 |
| British pound | 75.0 | 118.1 |
| Canadian dollar | (184.3 |) (148.1) |
| Euro | 153.6 | 172.0 |
| Kuwaiti dinar | (5.3 |) (17.5) |
| Malaysian ringgit | 85.8 | 22.7 |
| Norwegian krone | 3,062.0 | 390.5 |
| Russian ruble | 882.6 | 15.9 |
| Singapore dollar | 138.0 | 102.5 |
| Swiss franc | 14.1 | 15.1 |
| U.S. dollar | (934.8 |) (934.8) |

Foreign exchange rate instruments embedded in purchase and sale contracts—The purpose of these instruments is to match offsetting currency payments and receipts for particular projects, or comply with government restrictions on the currency used to purchase goods in certain countries. At June 30, 2015, our portfolio of these instruments included the following material positions:

| (In millions) | Notional Amount Bought (Sold) | USD Equivalent |
|-----------------|----------------------------------|----------------|
| Brazilian real | (56.4 |) (18.0) |
| Euro | 13.6 | 15.2 |
| Norwegian krone | (175.8 |) (22.4) |
| U.S. dollar | 24.2 | 24.2 |

The purpose of our foreign currency hedging activities is to manage the volatility associated with anticipated foreign currency purchases and sales created in the normal course of business. Our policy is to hold derivatives only for the purpose of hedging risks and not for trading purposes where the objective is solely to generate profit. Generally, we enter into hedging relationships such that changes in the fair values or cash flows of the transactions being hedged are expected to be offset by corresponding changes in the fair value of the derivatives. For derivative instruments that qualify as a cash flow hedge, the effective portion of the gain or loss of the derivative, which does not include the time value component of a forward currency rate, is reported as a component of other comprehensive income (“OCI”) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings.

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The following table of all outstanding derivative instruments is based on estimated fair value amounts that have been determined using available market information and commonly accepted valuation methodologies. Refer to Note 15 for further disclosures related to the fair value measurement process. Accordingly, the estimates may not be indicative of the gains or losses we may ultimately incur when these contracts settle or mature.

| (In millions) | June 30, 2015 | | December 31, 2014 | |
|---------------------------------------------------------|---------------|-------------|-------------------|-------------|
| | Assets | Liabilities | Assets | Liabilities |
| Derivatives designated as hedging instruments: | | | | |
| Foreign exchange contracts: | | | | |
| Current – Derivative financial instruments | \$222.2 | \$340.6 | \$172.1 | \$207.1 |
| Long-term – Derivative financial instruments | 62.9 | 102.6 | 129.4 | 214.6 |
| Total derivatives designated as hedging instruments | 285.1 | 443.2 | 301.5 | 421.7 |
| Derivatives not designated as hedging instruments: | | | | |
| Foreign exchange contracts: | | | | |
| Current – Derivative financial instruments | 14.6 | 14.6 | 25.5 | 23.1 |
| Long-term – Derivative financial instruments | 5.3 | 6.5 | 5.5 | 5.6 |
| Total derivatives not designated as hedging instruments | 19.9 | 21.1 | 31.0 | 28.7 |
| Total derivatives | \$305.0 | \$464.3 | \$332.5 | \$450.4 |

We recognized losses of \$3.7 million and \$0.5 million on cash flow hedges for the three months ended June 30, 2015 and 2014, respectively, and losses of \$4.6 million and \$0.5 million for the six months ended June 30, 2015 and 2014, respectively, as a result of the discontinuance of cash flow hedges because it was probable that the original forecasted transaction would not occur or would not occur by the originally specified time period. Cash flow hedges of forecasted transactions, net of tax, resulted in an accumulated other comprehensive loss of \$61.4 million and \$77.3 million at June 30, 2015, and December 31, 2014, respectively. We expect to transfer an approximate \$36.7 million loss from accumulated OCI to earnings during the next 12 months when the anticipated transactions actually occur. All anticipated transactions currently being hedged are expected to occur by the end of 2016.

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The following tables present the impact of derivative instruments in cash flow hedging relationships and their location within the accompanying condensed consolidated statements of income.

| (In millions) | Gain (Loss) Recognized in OCI (Effective Portion) | | | |
|-----------------------------------------------------------------------|-------------------------------------------------------------------------------|----------|---------------------------|-----------|
| | Three Months Ended June 30, | | Six Months Ended June 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Foreign exchange contracts | \$31.3 | \$(10.8 |) (22.3 |) (8.9 |
| Location of Gain (Loss) Reclassified from Accumulated OCI into Income | Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | | | |
| (In millions) | Three Months Ended June 30, | | Six Months Ended June 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Foreign exchange contracts: | | | | |
| Revenue | \$(35.3 |) \$(4.3 |) \$(61.7 |) \$(14.8 |
| Cost of sales | 7.5 | 9.0 | 19.0 | 20.3 |
| Selling, general and administrative expense | (0.4 |) 0.1 | (0.9 |) — |
| Research and development expense | (0.1 |) — | (0.1 |) — |
| Net interest expense | 1.9 | — | 1.9 | — |
| Total | \$(26.4 |) \$4.8 | \$(41.8 |) \$5.5 |

| (In millions) | Gain (Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing) | | | |
|-----------------------------|-------------------------------------------------------------------------------------------------------|--------|---------------------------|----------|
| | Three Months Ended June 30, | | Six Months Ended June 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Foreign exchange contracts: | | | | |
| Revenue | \$6.4 | \$4.1 | \$6.9 | \$8.7 |
| Cost of sales | (4.5 |) (9.4 |) (10.3 |) (13.1 |
| Net interest expense | (0.1 |) — | (0.1 |) — |
| Total | \$1.8 | \$(5.3 |) \$(3.5 |) \$(4.4 |

Instruments that are not designated as hedging instruments are executed to hedge the effect of exposures in the condensed consolidated balance sheets, and occasionally, forward foreign currency contracts or currency options are executed to hedge exposures which do not meet all of the criteria to qualify for hedge accounting.

| (In millions) | Gain (Loss) Recognized in Income on Derivatives (Instruments Not Designated as Hedging Instruments) | | | |
|--------------------------------------------|-----------------------------------------------------------------------------------------------------|----------|---------------------------|----------|
| | Three Months Ended June 30, | | Six Months Ended June 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Foreign exchange contracts: | | | | |
| Revenue | \$(3.8 |) \$(1.0 |) \$(5.3 |) \$(2.0 |
| Cost of sales | 1.4 | (0.2 |) 1.5 | 0.3 |
| Other income (expense), net ⁽¹⁾ | (6.9 |) (5.9 |) 21.0 | (2.3 |
| Total | \$(9.3 |) \$(7.1 |) \$17.2 | \$(4.0 |

⁽¹⁾ Other income (expense), net excludes asset and liability remeasurement gains and losses.

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Balance Sheet Offsetting—We execute derivative contracts only with counterparties that consent to a master netting agreement which permits net settlement of the gross derivative assets against gross derivative liabilities. Each instrument is accounted for individually and assets and liabilities are not offset. As of June 30, 2015, and December 31, 2014, we had no collateralized derivative contracts. The following tables present both gross information and net information of recognized derivative instruments:

| (In millions) | June 30, 2015 | | | December 31, 2014 | | |
|-------------------|-------------------------|--------------------------------------------------------------------|------------|-------------------------|--------------------------------------------------------------------|------------|
| | Gross Amount Recognized | Gross Amounts Not Offset Permitted Under Master Netting Agreements | Net Amount | Gross Amount Recognized | Gross Amounts Not Offset Permitted Under Master Netting Agreements | Net Amount |
| Derivative assets | \$305.0 | \$(288.2) | \$16.8 | \$332.5 | \$(321.5) | \$11.0 |

| (In millions) | June 30, 2015 | | | December 31, 2014 | | |
|------------------------|-------------------------|--------------------------------------------------------------------|------------|-------------------------|--------------------------------------------------------------------|------------|
| | Gross Amount Recognized | Gross Amounts Not Offset Permitted Under Master Netting Agreements | Net Amount | Gross Amount Recognized | Gross Amounts Not Offset Permitted Under Master Netting Agreements | Net Amount |
| Derivative liabilities | \$464.3 | \$(288.2) | \$176.1 | \$450.4 | \$(321.5) | \$128.9 |

NOTE 15. FAIR VALUE MEASUREMENTS

Assets and liabilities measured at fair value on a recurring basis were as follows:

| (In millions) | June 30, 2015 | | | | December 31, 2014 | | | |
|------------------------------------------|----------------|---------------|----------------|------------|-------------------|---------------|----------------|------------|
| | Total | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 |
| Assets | | | | | | | | |
| Investments: | | | | | | | | |
| Equity securities | \$19.9 | \$19.9 | \$— | \$— | \$22.5 | \$22.5 | \$— | \$— |
| Fixed income | 5.5 | 5.5 | — | — | 7.1 | 7.1 | — | — |
| Money market fund | 3.1 | — | 3.1 | — | 3.4 | — | 3.4 | — |
| Stable value fund | 1.3 | — | 1.3 | — | 0.7 | — | 0.7 | — |
| Other | 2.0 | 2.0 | — | — | 2.1 | 2.1 | — | — |
| Derivative financial instruments: | | | | | | | | |
| Foreign exchange contracts | 305.0 | — | 305.0 | — | 332.5 | — | 332.5 | — |
| Total assets | \$336.8 | \$27.4 | \$309.4 | \$— | \$368.3 | \$31.7 | \$336.6 | \$— |
| Liabilities | | | | | | | | |
| Derivative financial instruments: | | | | | | | | |
| Foreign exchange contracts | 464.3 | — | 464.3 | — | 450.4 | — | 450.4 | — |
| Total liabilities | \$464.3 | \$— | \$464.3 | \$— | \$450.4 | \$— | \$450.4 | \$— |

Investments—The fair value measurement of our equity securities, fixed income and other investment assets is based on quoted prices that we have the ability to access in public markets. Our stable value fund and money market fund are valued at the net asset value of the shares held at the end of the quarter, which is based on the fair value of the underlying investments using information reported by the investment advisor at quarter-end.

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Derivative financial instruments—We use the income approach as the valuation technique to measure the fair value of foreign currency derivative instruments on a recurring basis. This approach calculates the present value of the future cash flow by measuring the change from the derivative contract rate and the published market indicative currency rate, multiplied by the contract notional values. Credit risk is then incorporated by reducing the derivative's fair value in asset positions by the result of multiplying the present value of the portfolio by the counterparty's published credit spread. Portfolios in a liability position are adjusted by the same calculation; however, a spread representing our credit spread is used. Our credit spread, and the credit spread of other counterparties 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.

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 14 for additional disclosure related to derivative financial instruments.

Fair value of debt—The fair value, based on Level 1 quoted market rates, of our 2.00% Notes due 2017 and 3.45% Notes due 2022 (collectively, "Senior Notes") was approximately \$781.3 million at June 30, 2015 and approximately \$779.5 million at December 31, 2014, as compared to the \$800.0 million face value of the debt, net of issue discounts, recorded in the condensed consolidated balance sheets.

Other fair value disclosures—The carrying amounts of cash and cash equivalents, trade receivables, accounts payable, short-term debt, commercial paper, debt associated with our term loan, as well as amounts included in other current assets and other current liabilities that meet the definition of financial instruments, approximate fair value.

Credit risk—By their nature, financial instruments involve risk, including credit risk, for non-performance by counterparties. Financial instruments that potentially subject us to credit risk primarily consist of trade receivables and derivative contracts. We manage the credit risk on financial instruments by transacting only with what management believes are financially secure counterparties, requiring credit approvals and credit limits, and monitoring counterparties' financial condition. Our maximum exposure to credit loss in the event of non-performance by the counterparty is limited to the amount drawn and outstanding on the financial instrument. Allowances for losses on trade receivables are established based on collectability assessments. We mitigate credit risk on derivative contracts by executing contracts only with counterparties that consent to a master netting agreement which permits the net settlement of gross derivative assets against gross derivative liabilities.

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NOTE 16. COMMITMENTS AND CONTINGENT LIABILITIES

Contingent liabilities associated with guarantees—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.

In August 2014, FMC Technologies entered into an arrangement to guarantee the debt obligations under a revolving credit facility of FMC Technologies Offshore, LLC (“FTO Services”), our joint venture with Edison Chouest Offshore LLC. Under the terms of the guarantee, FMC Technologies and Edison Chouest Offshore LLC jointly and severally guaranteed amounts under the revolving credit facility with a maximum potential amount of future payments of \$40.0 million that would become payable if FTO Services defaults in payment under the terms of the revolving credit facility. The approximate term of the guarantee is two years. The liability recognized at inception for the fair value of our obligation as a guarantor was not material, and we expect our future performance under the guarantee to be remote.

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.

Contingent liabilities associated with liquidated damages—Some of our contracts contain penalty provisions that require us to pay liquidated damages if we are responsible for the failure to meet specified contractual milestone dates and the applicable customer asserts a conforming claim under these provisions. These contracts define the conditions under which our customers may make claims against us for liquidated damages. Based upon the evaluation of our performance and other commercial and legal analysis, management believes we have appropriately accrued for probable liquidated damages at June 30, 2015, and December 31, 2014, and that the ultimate resolution of such matters will not materially affect our consolidated financial position, results of operations or cash flows for the year ending December 31, 2015.

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NOTE 17. BUSINESS SEGMENT INFORMATION

Segment revenue and segment operating profit were as follows:

| (In millions) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|----------------------------------------------------------------------------------|-----------------------------|------------|---------------------------|------------|
| | 2015 | 2014 | 2015 | 2014 |
| Segment revenue | | | | |
| Subsea Technologies ⁽⁵⁾ | \$ 1,239.4 | \$ 1,328.6 | \$ 2,396.6 | \$ 2,530.6 |
| Surface Technologies | 363.3 | 510.9 | 809.6 | 990.4 |
| Energy Infrastructure | 101.4 | 149.2 | 202.3 | 294.7 |
| Other revenue ⁽¹⁾ and intercompany eliminations | (8.9 |) (3.4 |) (18.1 |) (6.0 |
| Total revenue | \$ 1,695.2 | \$ 1,985.3 | \$ 3,390.4 | \$ 3,809.7 |
| Income before income taxes: | | | | |
| Segment operating profit: | | | | |
| Subsea Technologies ⁽⁵⁾ | \$ 183.5 | \$ 193.7 | \$ 352.2 | \$ 335.4 |
| Surface Technologies | 27.5 | 79.2 | 90.4 | 167.1 |
| Energy Infrastructure | 5.3 | 18.2 | 8.2 | 33.7 |
| Intercompany eliminations | — | — | — | (0.1 |
| Total segment operating profit | 216.3 | 291.1 | 450.8 | 536.1 |
| Corporate items: | | | | |
| Corporate expense ⁽²⁾ | (14.0 |) (16.8 |) (30.3 |) (31.7 |
| Other revenue ⁽¹⁾ and other expense, net ⁽³⁾ | (29.5 |) 68.0 | (55.9 |) 48.3 |
| Net interest expense | (9.0 |) (8.3 |) (16.3 |) (16.5 |
| Total corporate items | (52.5 |) 42.9 | (102.5 |) 0.1 |
| Income before income taxes attributable to FMC Technologies, Inc. ⁽⁴⁾ | \$ 163.8 | \$ 334.0 | \$ 348.3 | \$ 536.2 |

⁽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.

Other expense, net, generally includes stock-based compensation, other employee benefits, LIFO adjustments,

⁽³⁾ certain foreign exchange gains and losses, and the impact of unusual or strategic transactions not representative of segment operations.

⁽⁴⁾ Excludes amounts attributable to noncontrolling interests.

⁽⁵⁾ Results of FTO Services are reported in Subsea Technologies. Refer to Note 7 for additional information.

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Segment operating capital employed and assets were as follows:

| (In millions) | June 30, 2015 | December 31, 2014 |
|-----------------------------------------------------------------------------------------|---------------|----------------------|
| Segment operating capital employed ⁽¹⁾ : | | |
| Subsea Technologies ⁽⁴⁾ | \$2,287.9 | \$2,175.2 |
| Surface Technologies | 1,130.1 | 1,183.6 |
| Energy Infrastructure | 316.0 | 313.9 |
| Total segment operating capital employed | 3,734.0 | 3,672.7 |
| Segment liabilities included in total segment operating capital employed ⁽²⁾ | 2,077.0 | 2,402.3 |
| Corporate ⁽³⁾ | 1,082.9 | 1,100.6 |
| Total assets | \$6,893.9 | \$7,175.6 |
| Segment assets: | | |
| Subsea Technologies ⁽⁴⁾ | \$3,999.8 | \$4,066.1 |
| Surface Technologies | 1,406.0 | 1,587.8 |
| Energy Infrastructure | 426.3 | 442.3 |
| Intercompany eliminations | (21.1 |) (21.2 |
| Total segment assets | 5,811.0 | 6,075.0 |
| Corporate ⁽³⁾ | 1,082.9 | 1,100.6 |
| Total assets | \$6,893.9 | \$7,175.6 |

FMC Technologies' management views segment operating capital employed, which consists of assets, net of its

- ⁽¹⁾ liabilities, as the primary measure of segment capital. Segment operating capital employed excludes debt, pension liabilities, income taxes, and LIFO and valuation adjustments.
- ⁽²⁾ Segment liabilities included in total segment operating capital employed consist of trade and other accounts payable, advance payments and progress billings, accrued payroll and other liabilities.
- ⁽³⁾ Corporate includes cash, LIFO adjustments, deferred income tax balances, property, plant and equipment not associated with a specific segment, pension assets and the fair value of derivative financial instruments.
- ⁽⁴⁾ Results of FTO Services are reported in Subsea Technologies. Refer to Note 7 for additional information.

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

Business Outlook

Overall Outlook. Although crude oil prices are above their recent low during the first quarter of 2015, uncertainty regarding the short-term market fundamentals remains. This uncertainty is driven by multiple factors, including continued strength in U.S. oil production and international crude oil supply, especially from OPEC's decision to maintain oil production levels to retain or increase its market share. However, recent crude oil inventory builds have started to slow as demand has risen. As a result of the weaker crude oil price environment, many crude oil development prospects have been deferred, leading to a downturn in demand for our products and services and an overall weaker demand for oilfield services. Although the timing of the recovery of crude oil prices is dependent on many variables, including any decisions by various countries to lift oil sanctions on Iran which could further negatively affect crude oil prices, we believe as long-term demand rises and production naturally declines, commodity prices will recover and our customers will begin to increase their investments in new sources of oil production.

Subsea Technologies. In reaction to the decline in crude oil prices over the last year, many of our customers reduced their capital spending plans for 2015 or deferred new projects. These actions are having an adverse effect on our 2015 inbound orders when compared to the prior year. However, our focus on execution and our strong subsea backlog resulted in continued margin strength during the second quarter of 2015. Given our lower full-year 2015 inbound orders expectations, our focus throughout the remainder of 2015 will be the continued concentration on standardization, process improvement, cost reductions, and supply chain management. Additionally, the latter half of 2015 will reflect the reduction and leveraging of our workforce to maintain operating margin improvements and to align our operations with anticipated decreases in future year activity due to delayed subsea project inbound. A large part of our efforts are focused on ways to improve customer returns by offering cost-effective approaches to our customers' project developments, including customer acceptance of new technologies and alternative business models to help achieve their cost-reduction goals and accelerate time to first oil. Many customers, including our alliance customers, are actively exploring ways to utilize our standardized subsea production equipment as operators understand the cost and scheduling benefits that standardization brings to their projects.

In the long-term, we continue to believe deepwater development will remain a significant part of our customers' portfolios. A critical part of our long-term strategy to maintain our subsea market leadership is to continue to invest in the technologies required to develop our customers' challenging fields and further expand our capabilities focused on increasing reservoir production over the life of the field.

Surface Technologies. With the decline in crude oil prices, we expected a decline in rig counts and decreased North American land activity in 2015 which would negatively affect all of our surface technologies businesses in North America. However, customer spending reductions, coupled with increased pricing pressure, have had a greater impact than in past downturns. This market environment led us to take significant actions to reduce headcount in our North American businesses in the first half of the year. Although difficult to predict the length of depressed crude oil prices, specifically its impacts on the down cycle in shale, we expect that crude oil prices in 2016 may increase to a level to allow some recovery in North American activity. Throughout the remainder of 2015, we expect continued efforts to integrate our North American surface wellhead and completion services businesses to strengthen our market presence and bring increased value to our customers. We expect this continued integration effort to lead to further consolidation of some of our facilities, and consequently, additional reductions of our workforce as we realize operating efficiencies. Despite the current crude oil price environment, our international surface wellhead business delivered solid operational results in the second quarter of 2015 due to its strong backlog. Although we expect continued strength in international markets throughout the remainder of the year, we continue to gauge the need for any workforce reductions in the event of any significant declines in international order activity.

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CONSOLIDATED RESULTS OF OPERATIONS
THREE MONTHS ENDED JUNE 30, 2015 AND 2014

| (In millions, except %) | Three Months Ended June 30, | | Change | | |
|-----------------------------------------------------|-----------------------------|-----------|--------|---------|---|
| | 2015 | 2014 | \$ | % |) |
| Revenue | \$1,695.2 | \$1,985.3 | (290.1 | (14.6 |) |
| Costs and expenses: | | | | | |
| Cost of sales | 1,297.0 | 1,507.6 | (210.6 | (14.0 |) |
| Selling, general and administrative expense | 164.3 | 188.4 | (24.1 | (12.8 |) |
| Research and development expense | 36.2 | 29.4 | 6.8 | 23.1 |) |
| Restructuring and impairment expense | 9.7 | 0.2 | 9.5 | 4,750.0 |) |
| Total costs and expenses | 1,507.2 | 1,725.6 | (218.4 | (12.7 |) |
| Gain on sale of Material Handling Products | — | 85.6 | (85.6 | * |) |
| Other income (expense), net | (15.1 | (1.6 | (13.5 | * |) |
| Net interest expense | (9.0 | (8.3 | (0.7 | (8.4 |) |
| Income before income taxes | 163.9 | 335.4 | (171.5 | (51.1 |) |
| Provision for income taxes | 55.9 | 107.7 | (51.8 | (48.1 |) |
| Net income | 108.0 | 227.7 | (119.7 | (52.6 |) |
| Net income attributable to noncontrolling interests | (0.1 | (1.4 | 1.3 | 92.9 |) |
| Net income attributable to FMC Technologies, Inc. | \$107.9 | \$226.3 | (118.4 | (52.3 |) |

* Not meaningful

Revenue decreased \$290.1 million in the second quarter of 2015 compared to the prior-year quarter. Revenue in the second quarter of 2015 included a \$180.8 million unfavorable impact of foreign currency translation. Overall, our Subsea Technologies revenue was relatively flat year-over-year. Revenue increased in our Asia Pacific business due to project backlog conversion but was offset by decreased revenue in our Brazil and Eastern Region subsea businesses primarily from foreign currency translation. Surface Technologies posted decreased revenue year-over-year in our fluid control, completion services, and surface wellhead businesses primarily from lower market activity in North America.

Gross profit (revenue less cost of sales) decreased as a percentage of sales to 23.5% in the second quarter of 2015, from 24.1% in the prior-year quarter. The decline in gross profit as a percentage of sales was due to our Surface Technologies segment which realized lower gross profit margins year-over-year in our fluid control, completion services, and North American surface wellhead businesses from lower market activity in North America. Subsea Technologies posted higher gross profit as a percentage of sales primarily in our Western Region and Asia Pacific subsea businesses from higher margin project backlog conversion and higher margin volumes in Western Region subsea services.

Selling, general and administrative expense decreased \$24.1 million year-over-year, resulting from costs associated with terminating a representative agreement in the second quarter of 2014 and foreign currency translation.

Information regarding restructuring expenses incurred during the second quarter of 2015 is incorporated herein by reference from Note 4 to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

During the second quarter of 2014, we recognized an \$85.6 million gain on the sale of our Material Handling Products business. Further information of the sale is incorporated herein by reference from Note 5 to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Other income (expense), net during the second quarter of 2015 included an unrealized foreign currency loss of \$15.3 million.

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Our income tax provisions for the second quarter of 2015 and 2014 reflected effective tax rates of 34.1% and 32.2%, respectively. The year-over-year increase in the effective tax rate was primarily due to a settlement of an IRS audit, partially offset by a favorable change in the forecasted country mix of earnings. Our effective tax rate can fluctuate depending on our country mix of earnings since our foreign earnings are generally subject to lower tax rates than in the United States. In certain jurisdictions, primarily Singapore and Malaysia, our tax rate is significantly less than the relevant statutory rate due to tax holidays. The cumulative balance of foreign earnings for which no provision for U.S. income taxes has been recorded was \$1,816 million at June 30, 2015. We would need to accrue and pay U.S. tax on such undistributed earnings if these funds were repatriated. We have no current intention to repatriate these earnings.

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THREE MONTHS ENDED JUNE 30, 2015 AND 2014

| (In millions, except %) | Three Months Ended June 30, | | Favorable/(Unfavorable) | |
|---------------------------------------------------|-----------------------------|-----------|-------------------------|----------|
| | 2015 | 2014 | \$ | % |
| Revenue | | | | |
| Subsea Technologies | \$1,239.4 | \$1,328.6 | (89.2 |) (6.7 |
| Surface Technologies | 363.3 | 510.9 | (147.6 |) (28.9 |
| Energy Infrastructure | 101.4 | 149.2 | (47.8 |) (32.0 |
| Other revenue and intercompany eliminations | (8.9 |) (3.4 |) (5.5 |) * |
| Total revenue | \$1,695.2 | \$1,985.3 | (290.1 |) (14.6 |
| Net income | | | | |
| Segment operating profit | | | | |
| Subsea Technologies | \$183.5 | \$193.7 | (10.2 |) (5.3 |
| Surface Technologies | 27.5 | 79.2 | (51.7 |) (65.3 |
| Energy Infrastructure | 5.3 | 18.2 | (12.9 |) (70.9 |
| Total segment operating profit | 216.3 | 291.1 | (74.8 |) (25.7 |
| Corporate items | | | | |
| Corporate expense | (14.0 |) (16.8 |) 2.8 | 16.7 |
| Other revenue and other expense, net | (29.5 |) 68.0 | (97.5 |) (143.4 |
| Net interest expense | (9.0 |) (8.3 |) (0.7 |) (8.4 |
| Total corporate items | (52.5 |) 42.9 | (95.4 |) (222.4 |
| Income before income taxes | 163.8 | 334.0 | (170.2 |) (51.0 |
| Provision for income taxes | 55.9 | 107.7 | 51.8 | 48.1 |
| Net income attributable to FMC Technologies, Inc. | \$107.9 | \$226.3 | (118.4 |) (52.3 |

* Not meaningful

Segment operating profit is defined as total segment revenue less segment operating expenses. Certain items have been excluded in computing segment operating profit. Refer to Note 17 to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for further information.

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Subsea Technologies

Subsea Technologies revenue decreased \$89.2 million year-over-year. Revenue for the second quarter of 2015 included a \$151.4 million unfavorable impact of foreign currency translation. Excluding the impact of foreign currency translation, total revenue increased by \$62.2 million year-over-year. Subsea Technologies revenue is primarily impacted by the amount of beginning backlog entering the period and the rates of backlog conversion. Overall, our Subsea Technologies revenue was relatively flat year-over-year. Revenue increased in our Asia Pacific subsea business due to project backlog conversion but was offset by decreased revenue in our Brazil and Eastern Region subsea business primarily from foreign currency translation. Additionally, lower market activity led to decreased revenue in our Schilling Robotics and Multi Phase Meters businesses year-over-year.

Subsea Technologies operating profit in the second quarter of 2015 totaled \$183.5 million, or 14.8% of revenue, compared to the prior-year quarter's operating profit as a percentage of revenue of 14.6%. The margin improvement was primarily driven by the following:

- Subsea Systems - 1.1 percentage point increase due to project execution and higher margin volumes in subsea services in our Western Region subsea business;
- Schilling Robotics and Multi Phase Meters - 0.9 percentage point decrease due to decreased volumes from lower market activity.

Operating profit for the second quarter of 2015 included a \$25.5 million unfavorable impact of foreign currency translation and \$5.5 million of restructuring and impairment charges.

Surface Technologies

Surface Technologies revenue decreased \$147.6 million year-over-year. Revenue for the second quarter of 2015 included an \$18.0 million unfavorable impact of foreign currency translation. The decrease in revenue was primarily driven by our fluid control, completion services, and surface wellhead businesses primarily from lower market activity in North America.

Surface Technologies operating profit in the second quarter of 2015 totaled \$27.5 million, or 7.5% of revenue, compared to the prior-year quarter's operating profit as a percentage of revenue of 15.5%. The margin decline was primarily driven by the following:

- Fluid Control - 5.9 percentage point decrease due to decreased volumes in our well service pump and flowline products resulting from lower activity in the North American shale markets;
- Completion Services - 1.8 percentage point decrease due to decreased wireline and flowback volumes from lower activity in the North American shale markets.

Operating profit for the second quarter of 2015 included \$2.8 million of restructuring and impairment charges.

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Energy Infrastructure

Energy Infrastructure revenue decreased \$47.8 million year-over-year. The decrease in revenue was due to lower market activity in our measurement solutions and loading systems businesses. Revenue for the second quarter of 2015 included an \$11.9 million unfavorable impact due to foreign currency translation.

Energy Infrastructure operating profit in the second quarter of 2015 totaled \$5.3 million, or 5.2% of revenue, compared to the prior-year quarter's operating profit as a percentage of revenue of 12.2%. The margin decline was primarily driven by:

- Measurement Solutions - 4.6 percentage point decrease due to lower market activity for both our products and systems.

Corporate Items

Our corporate items reduced earnings by \$52.5 million in the second quarter of 2015 and increased earnings \$42.9 million in the second quarter of 2014. The year-over-year change primarily reflected the following:

- unfavorable variance related to the \$85.6 million gain on sale of our Material Handling Products business recognized in the second quarter of 2014; and

- unfavorable variance in foreign currency gains and losses of \$10.7 million primarily related to the devaluation of the Angolan Kwanza.

Table of ContentsCONSOLIDATED RESULTS OF OPERATIONS
SIX MONTHS ENDED JUNE 30, 2015 AND 2014

| (In millions, except %) | Six Months Ended June 30, | | Change | | |
|-----------------------------------------------------|---------------------------|-----------|--------|-------|---|
| | 2015 | 2014 | \$ | % |) |
| Revenue | \$3,390.4 | \$3,809.7 | (419.3 | (11.0 |) |
| Costs and expenses: | | | | | |
| Cost of sales | 2,579.6 | 2,906.4 | (326.8 | (11.2 |) |
| Selling, general and administrative expense | 338.3 | 371.2 | (32.9 | (8.9 |) |
| Research and development expense | 65.8 | 54.7 | 11.1 | 20.3 |) |
| Restructuring and impairment expense | 20.1 | 4.9 | 15.2 | 310.2 |) |
| Total costs and expenses | 3,003.8 | 3,337.2 | (333.4 | (10.0 |) |
| Gain on sale of Material Handling Products | — | 85.6 | (85.6 | * |) |
| Other income (expense), net | (21.4 | (2.7 | (18.7 | * |) |
| Net interest expense | (16.3 | (16.5 | 0.2 | 1.2 |) |
| Income before income taxes | 348.9 | 538.9 | (190.0 | (35.3 |) |
| Provision for income taxes | 92.8 | 174.7 | (81.9 | (46.9 |) |
| Net income | 256.1 | 364.2 | (108.1 | (29.7 |) |
| Net income attributable to noncontrolling interests | (0.6 | (2.7 | 2.1 | 77.8 |) |
| Net income attributable to FMC Technologies, Inc. | \$255.5 | \$361.5 | (106.0 | (29.3 |) |

* Not meaningful

Revenue decreased \$419.3 million in the first six months of 2015 compared to the prior-year. Revenue in the first six months of 2015 included a \$309.6 million unfavorable impact of foreign currency translation. Revenue increased in our Western Region and Asia Pacific subsea businesses from project backlog conversion but was offset by decreased revenue in our Brazil and Eastern Region subsea businesses primarily from foreign currency translation. Surface Technologies posted lower revenue during the first six months of 2015 primarily driven by our fluid control, completion services, and surface wellhead businesses from lower market activity in North America.

Gross profit (revenue less cost of sales) increased as a percentage of sales to 23.9% in the first six months of 2015, from 23.7% in the prior-year. Subsea Technologies posted higher gross profit as a percentage of sales primarily in our Western Region subsea business from higher volumes in subsea services, particularly in the Gulf of Mexico, and in our Asia Pacific subsea business from higher margin project backlog conversion. This improvement was partially offset by a year-over-year decline in gross profit as a percentage of sales in our Surface Technologies segment in our fluid control and completion services businesses from lower market activity in North America.

Selling, general and administrative expense decreased \$32.9 million year-over-year, resulting from foreign currency translation and costs associated with terminating a representative agreement in the first six months of 2014.

Information regarding restructuring expenses incurred during the first six months of 2015 is incorporated herein by reference from Note 4 to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

During the second quarter of 2014, we recognized an \$85.6 million gain on the sale of our Material Handling Products business. Further information of the sale is incorporated herein by reference from Note 5 to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Other income (expense), net during the first six months of 2015 included an unrealized foreign currency loss of \$22.3 million.

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Our income tax provisions for the first six months of 2015 and 2014 reflected effective tax rates of 26.6% and 32.6%, respectively. The year-over-year decrease in the effective tax rate was primarily due to a favorable change in the forecasted country mix of earnings and an increase in earnings from foreign operations indefinitely reinvested outside the United States, partially offset by a settlement of an IRS audit. As of January 1, 2015, we asserted a larger portion of our foreign earnings as permanently reinvested outside the United States. The year-over-year effective tax rate decreased 2.6 percentage points due to an increase in the amount of prior-year foreign earnings considered to be indefinitely reinvested outside of the United States, which are subject to foreign tax rates lower than the U.S. federal statutory income tax rate. Additionally, our effective tax rate can fluctuate depending on our country mix of earnings since our foreign earnings are generally subject to lower tax rates than in the United States. In certain jurisdictions, primarily Singapore and Malaysia, our tax rate is significantly less than the relevant statutory rate due to tax holidays. The cumulative balance of foreign earnings for which no provision for U.S. income taxes has been recorded was \$1,816 million at June 30, 2015. We would need to accrue and pay U.S. tax on such undistributed earnings if these funds were repatriated. We have no current intention to repatriate these earnings.

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SIX MONTHS ENDED JUNE 30, 2015 AND 2014

| (In millions, except %) | Six Months Ended June 30, | | Favorable/(Unfavorable) | | | |
|---------------------------------------------------|---------------------------|-----------|-------------------------|--------|---------|--------------|
| | 2015 | 2014 | \$ | % | | |
| Revenue | | | | | | |
| Subsea Technologies | \$2,396.6 | \$2,530.6 | (134.0 |) | (5.3) | |
| Surface Technologies | 809.6 | 990.4 | (180.8 |) | (18.3) | |
| Energy Infrastructure | 202.3 | 294.7 | (92.4 |) | (31.4) | |
| Other revenue and intercompany eliminations | (18.1 |) (6.0 |) | (12.1 |) * | |
| Total revenue | \$3,390.4 | \$3,809.7 | (419.3 |) | (11.0) | |
| Net income | | | | | | |
| Segment operating profit | | | | | | |
| Subsea Technologies | \$352.2 | \$335.4 | 16.8 | | 5.0 | |
| Surface Technologies | 90.4 | 167.1 | (76.7 |) | (45.9) | |
| Energy Infrastructure | 8.2 | 33.7 | (25.5 |) | (75.7) | |
| Intercompany eliminations | — | (0.1 |) | 0.1 | * | |
| Total segment operating profit | 450.8 | 536.1 | (85.3 |) | (15.9) | |
| Corporate items | | | | | | |
| Corporate expense | (30.3 |) | (31.7 |) | 1.4 4.4 | |
| Other revenue and other expense, net | (55.9 |) | 48.3 | (104.2 |) | (215.7) |
| Net interest expense | (16.3 |) | (16.5 |) | 0.2 1.2 | |
| Total corporate items | (102.5 |) | 0.1 | (102.6 |) | (102,600.0) |
| Income before income taxes | 348.3 | 536.2 | (187.9 |) | (35.0) | |
| Provision for income taxes | 92.8 | 174.7 | 81.9 | | 46.9 | |
| Net income attributable to FMC Technologies, Inc. | \$255.5 | \$361.5 | (106.0 |) | (29.3) | |

* Not meaningful

Segment operating profit is defined as total segment revenue less segment operating expenses. Certain items have been excluded in computing segment operating profit. Refer to Note 17 to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for further information.

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Subsea Technologies

Subsea Technologies revenue decreased \$134.0 million year-over-year. Revenue for the first six months of 2015 included a \$251.2 million unfavorable impact of foreign currency translation. Excluding the impact of foreign currency translation, total revenue increased by \$117.2 million year-over-year. Subsea Technologies revenue is primarily impacted by the amount of beginning backlog entering the period and the rates of backlog conversion. Revenue increased in our Western Region and Asia Pacific subsea businesses from project backlog conversion but was offset by decreased revenue in our Brazil and Eastern Region subsea business primarily from foreign currency translation.

Subsea Technologies operating profit in the first six months of 2015 totaled \$352.2 million, or 14.7% of revenue, compared to the prior-year's operating profit as a percentage of revenue of 13.3%. The margin improvement was primarily driven by our Western Region subsea business from higher volumes in subsea services, particularly in the Gulf of Mexico, and by our Asia Pacific region from higher margin backlog conversion.

Operating profit for the first six months of 2015 included a \$35.5 million unfavorable impact of foreign currency translation and \$6.5 million of restructuring and impairment charges.

Surface Technologies

Surface Technologies revenue decreased \$180.8 million year-over-year. Revenue for the first six months of 2015 included a \$37.3 million unfavorable impact of foreign currency translation. The decrease in revenue was primarily driven by our fluid control, completion services, and surface wellhead businesses from lower market activity in North America.

Surface Technologies operating profit in the first six months of 2015 totaled \$90.4 million, or 11.2% of revenue, compared to the prior-year's operating profit as a percentage of revenue of 16.9%. The margin decline was primarily driven by the following:

- Fluid Control - 4.5 percentage point decrease due to decreased volumes in our well service pumps and flowline products resulting from lower activity in the North American shale markets;
- Completion Services - 1.7 percentage point decrease due to decreased wireline and flowback volumes from lower activity in the North American shale markets; and
- Surface Wellhead - 0.4 percentage point increase due to higher margin international wellhead sales and costs associated with terminating a representative agreement during the first six months of 2014.

Operating profit for the first six months of 2015 included \$10.9 million of restructuring and impairment charges.

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Energy Infrastructure

Energy Infrastructure revenue decreased \$92.4 million year-over-year. Revenue for the first six months of 2015 included a \$21.8 million unfavorable impact of foreign currency translation. The decrease was driven by the sale of our Material Handling Products business early in the second quarter of 2014 and lower activity in our measurement solutions and loading systems businesses.

Energy Infrastructure operating profit in the first six months of 2015 totaled \$8.2 million, or 4.1% of revenue, compared to the prior-year's operating profit as a percentage of revenue of 11.4%. The margin decline was primarily driven by the following:

- Measurement Solutions - 3.0 percentage point decrease due to lower market activity for both products and systems;
- and

- Loading Systems - 1.9 percentage point decrease due to a higher margin offshore loading arm project in the prior year.

Corporate Items

Our corporate items reduced earnings by \$102.5 million in the first six months of 2015 and increased earnings \$0.1 million in the first six months of 2014. The year-over-year change primarily reflected the following:

- unfavorable variance related to the \$85.6 million gain on sale of our Material Handling Products business recognized in the second quarter of 2014;

- unfavorable variance in foreign currency gains and losses of \$17.5 million primarily related to the Angolan Kwanza.

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Inbound Orders and Order Backlog

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

| (In millions) | Inbound Orders | | | |
|-------------------------------------|-----------------------------|-----------|---------------------------|-----------|
| | Three Months Ended June 30, | | Six Months Ended June 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Subsea Technologies | \$1,011.7 | \$850.1 | \$1,563.7 | \$2,768.9 |
| Surface Technologies | 306.2 | 501.6 | 632.5 | 1,028.9 |
| Energy Infrastructure | 112.7 | 108.0 | 208.5 | 249.3 |
| Intercompany eliminations and other | (5.0 |) (7.0 |) (10.1 |) (7.0 |
| Total inbound orders | \$1,425.6 | \$1,452.7 | \$2,394.6 | \$4,040.1 |

Order backlog is calculated as the estimated sales value of unfilled, confirmed customer orders at the reporting date.

Translation positively affected backlog by \$86.4 million and negatively affected backlog by \$299.8 million for the three and six months ended June 30, 2015, respectively, and positively affected backlog by \$25.7 million and \$106.8 million for the three and six months ended June 30, 2014, respectively.

| (In millions) | Order Backlog | | |
|---------------------------|---------------|----------------------|---------------|
| | June 30, 2015 | December 31, 2014 | June 30, 2014 |
| Subsea Technologies | \$4,676.9 | \$5,793.1 | \$6,337.3 |
| Surface Technologies | 466.6 | 654.2 | 779.2 |
| Energy Infrastructure | 187.1 | 187.0 | 241.6 |
| Intercompany eliminations | (6.8 |) (14.9 |) (22.7 |
| Total order backlog | \$5,323.8 | \$6,619.4 | \$7,335.4 |

Order backlog for Subsea Technologies at June 30, 2015, decreased by \$1,116.2 million compared to December 31, 2014. Subsea Technologies backlog of \$4.7 billion at June 30, 2015, was composed of various subsea projects, including BP's Mad Dog Phase 2 and Shah Deniz Stage 2; Chevron's Agbami; Eni's Block 15/06 East Hub and Jangkrik; Petrobras' pre-salt tree and manifold awards; Total's Egina; Tullow Ghana's TEN; and Wintershall's Maria. Surface Technologies order backlog at June 30, 2015, decreased by \$187.6 million compared to December 31, 2014. The decrease was due to lower North American activity which negatively affected our fluid control business backlog and lower inbound orders in our international surface wellhead business.

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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 tax credits. We have provided for U.S. federal income taxes on undistributed foreign earnings where we have determined that such earnings are not indefinitely reinvested.

We expect to meet the continuing funding requirements of our U.S. operations with cash generated by such U.S. operations, cash from earnings generated by non-U.S. operations that are not indefinitely reinvested and our existing revolving credit facility. If cash held by non-U.S. operations is required for funding operations in the United States, and if U.S. tax has not previously been provided on the earnings of such operations, we would make a provision for additional U.S. tax in connection with repatriating this cash, which may be material to our cash flows and results of operations.

Net debt, or net cash, is a non-GAAP measure reflecting debt, net of cash and cash equivalents. Management uses this non-GAAP measure to evaluate our capital structure and financial leverage. We believe net debt, or net cash, is a meaningful measure that may assist investors in understanding our results and recognizing underlying trends. Net (debt) cash should not be considered an alternative to, or more meaningful than, cash and cash equivalents as determined in accordance with GAAP or as an indicator of our operating performance or liquidity.

The following table provides a reconciliation of our cash and cash equivalents to net debt, utilizing details of classifications from our condensed consolidated balance sheets.

| (In millions) | June 30, 2015 | December 31, 2014 |
|-------------------------------------------------------|---------------|----------------------|
| Cash and cash equivalents | \$587.2 | \$638.8 |
| Short-term debt and current portion of long-term debt | (11.4 |) (11.7 |
| Long-term debt, less current portion | (1,275.2 |) (1,297.2 |
| Net debt | \$(699.4 |) \$(670.1 |

The change in our net debt position was primarily due to cash generated from operations, offset by capital expenditures and repurchases of common stock.

Cash Flows

We generated \$235.7 million and \$235.8 million in cash flows from operating activities during the six months ended June 30, 2015 and 2014, respectively. Our income from operations and changes in our working capital driven by our portfolio of projects were relatively flat year-over-year. Our working capital balances can vary significantly depending on the payment and delivery terms on key contracts.

Investing activities used \$152.6 million and \$70.8 million in cash flows during the six months ended June 30, 2015 and 2014, respectively. The increase in cash flows used by investing activities was due to proceeds received from the disposition of our Material Handling Products business in the second quarter of 2014, partially offset by decreased capital expenditures.

Financing activities used \$129.3 million and \$182.3 million in cash flows during the six months ended June 30, 2015 and 2014, respectively. The change in cash flows from financing activities was due to higher repayments of commercial paper and short-term debt and the final payment of the Multi Phase Meter earn-out obligation during the first six months of 2014, partially offset by increased treasury stock repurchases and the payment of the withheld purchase price related to the acquisition of our automation and control business during the first six months of 2015.

Debt and Liquidity

Senior Notes—Refer to Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2014 for information related to our Senior Notes.

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Credit Facility—The following is a summary of our revolving credit facility at June 30, 2015:

| (In millions) Description | Amount | Debt Outstanding | Commercial Paper Outstanding ^(a) | Letters of Credit | Unused Capacity | Maturity |
|-------------------------------------|-----------|---------------------|---------------------------------------------------|-------------------------|--------------------|------------|
| Five-year revolving credit facility | \$1,500.0 | \$— | \$ 452.1 | \$— | \$1,047.9 | March 2017 |

^(a) Under our commercial paper program, we have the ability to access up to \$1.0 billion of financing through our commercial paper dealers. Our available capacity under our revolving credit facility is reduced by any outstanding commercial paper.

Committed credit available under our revolving credit facility provides the ability to issue our commercial paper obligations on a long-term basis. We had \$452.1 million of commercial paper issued under our facility at June 30, 2015. As we had both the ability and intent to refinance these obligations on a long-term basis, our commercial paper borrowings were classified as long-term in the accompanying condensed consolidated balance sheets at June 30, 2015. As of June 30, 2015, we were in compliance with all restrictive covenants under our revolving credit facility.

Credit Risk Analysis

Valuations of derivative assets and liabilities reflect the value of the instruments, including the values associated with counterparty risk. These values must also take into account our credit standing, thus including in the valuation of the derivative instrument the value of the net credit differential between the counterparties to the derivative contract. Our methodology includes the impact of both counterparty and our own credit standing. Adjustments to our derivative assets and liabilities related to credit risk were not material for any period presented.

Additional information about credit risk is incorporated herein by reference from Note 15 to our condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q.

Outlook

Historically, we have generated our capital resources primarily through operations and, when needed, through our credit facility. We have \$1,047.9 million of capacity available under our revolving credit facility that we expect to utilize if working capital needs temporarily increase in response to market demand. The volatility in credit, equity and commodity markets creates some uncertainty for our businesses. However, management believes, based on our current financial condition, existing backlog levels and current expectations for future market conditions, that we will continue to meet our short- and long-term liquidity needs with a combination of cash on hand, cash generated from operations and access to capital markets. Although we expect to continue to reach payment milestones on many of our projects, we expect our consolidated operating cash flow position in 2015 to slightly decrease as a result of the negative impact the decline in commodity prices will have on our overall business. Given the recent downturn in the oilfield services industry, many of our key customers have requested price concessions. Additionally, our primary customer in Brazil has also requested some re-scheduling of backlog deliveries. Consequently, any discounts or material product delivery delays that may ultimately be mutually agreed to with our key customers may adversely affect our results of operations and cash flows.

We project spending approximately \$250 million in 2015 for capital expenditures, largely towards our subsea service offerings.

During the remainder of 2015, we expect to make contributions of approximately \$3.5 million to our international pension plans. Actual contribution amounts are dependent upon plan investment returns, changes in pension obligations, regulatory environments and other economic factors. We update our pension estimates annually during the fourth quarter or more frequently upon the occurrence of significant events. Additionally, we expect to make payments of approximately \$3.1 million to our U.S. Non-Qualified Defined Benefit Pension Plan during the remainder of 2015.

We continue to evaluate acquisitions, divestitures and joint ventures that meet our strategic priorities. Our intent is to maintain a level of financing sufficient to meet these objectives. Further, we expect to continue our stock repurchases authorized by our Board of Directors, with the timing and amounts of these repurchases dependent upon market conditions and liquidity.

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OFF-BALANCE SHEET ARRANGEMENTS

Information related to guarantees is incorporated herein by reference from Note 16 to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

CRITICAL ACCOUNTING ESTIMATES

Refer to our Annual Report on Form 10-K for the year ended December 31, 2014, for a discussion of our critical accounting estimates. During the six months ended June 30, 2015, there were no material changes in our judgments and assumptions associated with the development of our critical accounting estimates.

OTHER MATTERS

During the second quarter of 2014, we received an inquiry and a subpoena from the SEC seeking information about accruals within the automation and control business unit for paid time off. The inquiry continued into the second half of 2014. In the third quarter of 2014, we also provided additional information to the SEC regarding an automation and control matter identified by us. Pursuant to additional subpoenas received in 2015, we provided information regarding our tax department and our accounting for uncertain foreign tax positions. We have fully responded to all requests for information. We have discussed these matters with our independent registered public accounting firm and our Audit Committee.

RECENTLY ISSUED ACCOUNTING STANDARDS

Refer to Note 2 to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

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, 2014, for quantitative and qualitative disclosures about market risk. There have been no material changes in our exposures to market risk since December 31, 2014.

ITEM 4. CONTROLS AND PROCEDURES

As of June 30, 2015, and under the direction of our principal executive officer and principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based upon this evaluation, our principal executive officer and principal financial officer have concluded as of June 30, 2015, that our disclosure controls and procedures were:

effective in ensuring that information required to be disclosed 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

effective in ensuring that information required to be disclosed 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 over financial reporting identified in the evaluation for the quarter ended June 30, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act.

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PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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.

ITEM 1A. RISK FACTORS

In addition to our risk factors previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014, the following risk factor was identified:

Our customers' industries are undergoing consolidation that may impact our results of operations. Some of our customers are undergoing consolidation which may decrease demand for our products and services as a result of decreased customer capital spending achieved through economies of scale or price concessions. This consolidation activity could have a significant negative impact on our results of operations, financial condition or cash flows. We are unable to predict what effect consolidations in the industries may have on prices, capital spending by our customers, our selling strategies, our competitive position, our ability to retain customers or our ability to negotiate favorable agreements with our customers.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

We had no unregistered sales of equity securities during the three months ended June 30, 2015.

The following table summarizes repurchases of our common stock during the three months ended June 30, 2015.

ISSUER PURCHASES OF EQUITY SECURITIES

| Period | Total Number of Shares Purchased ^(a) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs ^(b) |
|------------------------------|-------------------------------------------------|------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| April 1, 2015—April 30, 2015 | 276,110 | \$ 38.96 | 273,000 | 21,984,132 |
| May 1, 2015—May 31, 2015 | 380,871 | \$ 42.05 | 380,361 | 21,603,771 |
| June 1, 2015—June 30, 2015 | 806,247 | \$ 42.33 | 805,707 | 20,798,064 |
| Total | 1,463,228 | \$ 41.62 | 1,459,068 | 20,798,064 |

^(a) Represents 1,459,068 shares of common stock repurchased and held in treasury and 4,160 shares of common stock purchased and held in an employee benefit trust established for the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan. In addition to these shares purchased on the open market, we sold 17,000 shares of registered common stock held in this trust, as directed by the beneficiaries during the three months ended June 30, 2015.

^(b) In 2005, we announced a repurchase plan approved by our Board of Directors authorizing the repurchase of up to two million shares of our issued and outstanding common stock through open market purchases. The Board of Directors authorized extensions of this program, adding five million shares in February 2006 and eight million shares in February 2007 for a total of 15 million shares of common stock authorized for repurchase. As a result of the two-for-one stock splits (i) on August 31, 2007, the authorization was increased to 30 million shares; and (ii) on March 31, 2011, the authorization was increased to 60 million shares. The Board of Directors authorized additional extensions of this program, adding 15 million shares in both December 2011 and February 2015 for a total of 90 million shares of common stock authorized for repurchase.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Information required by this item is incorporated herein by reference from the section entitled "Index of Exhibits" of this Quarterly Report on Form 10-Q for the period ended June 30, 2015.

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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)

Date: July 24, 2015

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INDEX OF EXHIBITS

| Exhibit No. | Exhibit Description |
|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1 | Arrangement Agreement dated August 17, 2012 between FMC Technologies, Inc. and Pure Energy Services Ltd. (incorporated by reference from Exhibit 2.1 to the Current Report on Form 8-K filed on August 20, 2012) (File No. 001-16489). |
| 3.1 | Restated Certificate of Incorporation of FMC Technologies, Inc. (incorporated by reference from Exhibit 3.1 to the Annual Report on Form 10-K filed on February 22, 2013) (File No. 001-16489). |
| 3.2 | Amended and Restated Bylaws of FMC Technologies, Inc. (incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed on December 11, 2013) (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 | Indenture, dated September 21, 2012 between FMC Technologies, Inc. and U.S. Bank National Association, as trustee (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K filed on September 25, 2012) (File No. 001-16489). |
| 4.2.a | First Supplemental Indenture, dated September 21, 2012 between FMC Technologies, Inc. and U.S. Bank National Association, as trustee (incorporated by reference from Exhibit 4.2 to the Current Report on Form 8-K filed on September 25, 2012) (File No. 001-16489). |
| 4.2.b | Form of 2.00% Senior Notes due 2017 (incorporated by reference from Exhibit 4.3 to the Current Report on Form 8-K filed on September 25, 2012) (File No. 001-16489). |
| 4.2.c | Second Supplemental Indenture, dated September 21, 2012 between FMC Technologies, Inc. and U.S. Bank National Association, as trustee (incorporated by reference from Exhibit 4.4 to the Current Report on Form 8-K filed on September 25, 2012) (File No. 001-16489). |
| 4.2.d | Form of 3.45% Senior Notes due 2022 (incorporated by reference from Exhibit 4.5 to the Current Report on Form 8-K filed on September 25, 2012) (File No. 001-16489). |
| 31.1 | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended. |
| 31.2 | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended. |
| 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