

FMC TECHNOLOGIES INC
Form DEF 14A
April 04, 2011
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NOTICE & PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-11(c) or Section
240.14a-12

**CONFIDENTIAL, FOR USE OF THE COMMISSION
ONLY (AS PERMITTED BY RULE 14A-6(E)(2))**

FMC TECHNOLOGIES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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(3) Filing Party:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Friday, May 6, 2011

11:00 a.m.

The Woodlands Waterway Marriott Hotel & Convention Center

1601 Lake Robbins Drive

The Woodlands, Texas 77380

April 4, 2011

Dear Stockholder:

It is my pleasure to invite you to attend the 2011 Annual Meeting of Stockholders of FMC Technologies, Inc., which will be held at the time and place noted above. At the meeting, we will ask our stockholders to:

- Re-elect four directors, C. Maury Devine, John T. Grempe, Thomas M. Hamilton and Richard A. Pattarozzi, each for a term of three years (page 5);
- Ratify the appointment of KPMG LLP as independent registered public accounting firm for the Company for 2011 (page 59);
- Hold an advisory vote on the Company's 2010 Executive Compensation Program (page 60);
- Hold an advisory vote on the frequency of the vote on the Company's Executive Compensation Program (page 61);
- Amend our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 300 million shares to 600 million shares (page 62); and
- Vote on any other business properly brought before the meeting.

Please refer to the accompanying Proxy Statement for additional information about the matters to be considered at the meeting. You may vote at the meeting if you were a stockholder of record on March 11, 2011.

THE BOARD RECOMMENDS A VOTE FOR THE RE-ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR, FOR THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2011, FOR THE APPROVAL OF THE COMPANY'S 2010 EXECUTIVE COMPENSATION PROGRAM, THAT STOCKHOLDERS' VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION PROGRAM EVERY THIRD YEAR AND FOR THE BOARD'S PROPOSAL TO AMEND OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 300 MILLION SHARES TO 600 MILLION SHARES.

Because of a change in the New York Stock Exchange rules, we note that, unlike at previous annual meetings, your broker will NOT be able to vote your shares with respect to the election of directors, the two items relating to executive compensation or the amendment of our Certificate of Incorporation if you have not provided specific directions. As such, we strongly encourage you to submit your proxy card and exercise your right to vote as a stockholder. Your vote is important. To be sure that your vote counts, and to assure a quorum, please submit your vote promptly whether or not you plan to attend the meeting.

Our stockholders have a choice of voting on the Internet, by telephone or by mailing a traditional proxy card. If you are a stockholder of record and you plan to attend the meeting, please mark the appropriate box on your proxy card or use the alternative Internet or telephone voting options in accordance with the voting instructions you have received. If you vote by telephone or on the Internet, you do not need to return your

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proxy card. If your shares are held by a bank, broker or other intermediary and you plan to attend, please send written notification to our Investor Relations Department, 1803 Gears Road, Houston, Texas 77067, and enclose evidence of your ownership (such as a letter from the bank, broker or intermediary confirming your ownership or a bank or brokerage firm account statement). The names of all those indicating they plan to attend the Annual Meeting of Stockholders will be placed on an admission list held at the registration desk at the entrance to the meeting. Stockholders may help us reduce printing and mailing costs by opting to receive future proxy materials by e-mail. Information about how to do this is included in your Proxy Card accompanying this Proxy Statement.

By order of the Board of Directors,

Jeffrey W. Carr

Senior Vice President, General Counsel and Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 6, 2011.

The Company's Proxy Statement for the 2011 Annual Meeting of Shareholders and the Annual Report to Shareholders for the fiscal year ended December 31, 2010 are available at www.proxyvote.com.

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About the Annual Meeting

Who is soliciting my vote?

The Board of Directors of FMC Technologies, Inc. (FMC Technologies or the Company, we, us or our) is soliciting proxies for use at our 2011 Annual Meeting of Stockholders and any adjournments of that meeting. We first mailed this Proxy Statement, the accompanying form of proxy and our 2010 Annual Report on April 4, 2011. It was also made available at the Annual Reports section of our website under (www.fmctechnologies.com) under the heading *Investors > Financial Information > Annual Reports* on that date.

What am I voting on?

You are voting on:

The re-election of four directors: C. Maury Devine, John T. Gremp, Thomas M. Hamilton and Richard A. Pattarozzi (*see page 5*);

The ratification of the appointment of KPMG LLP as FMC Technologies' independent registered public accounting firm for 2011 (*see page 59*);

An advisory vote on the Company's 2010 Executive Compensation (*page 60*);

An advisory vote on how often our stockholders will be asked to approve the Company's Executive Compensation Program (*page 61*);

The amendment of our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 300 million shares to 600 million shares (*page 62*); and

Any other business properly brought before the meeting and any adjournment thereof.

How does the Board recommend that I vote my shares?

The Board recommends that you vote **FOR** the Board's proposal to elect the four nominated directors, **FOR** the Board's proposal to ratify the appointment of KPMG LLP as FMC Technologies' independent registered public accounting firm for 2011, **FOR** the Company's 2010 Executive Compensation Program, that stockholders vote on the Company's Executive Compensation **EVERY THIRD YEAR**, and **FOR** the Board's proposal to amend our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 300 million to 600 million shares.

Unless you give other instructions on your signed, dated and returned proxy card, the persons named as proxy holders on the proxy card will vote in favor of the election of the nominees for director and in favor of the ratification of KPMG LLP as FMC Technologies' independent registered public accounting firm for 2011, in favor of the Company's Executive Compensation Program, in favor of a stockholder vote on the Company's Executive Compensation every third year and in favor of amending our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 300 million to 600 million shares. If any other matters are properly presented, the persons named as proxies will vote or refrain from voting on any matter in accordance with their best judgment.

Who can vote?

You can vote at the Annual Meeting if you were a holder of FMC Technologies Common Stock as of the close of business on March 11, 2011, our record date. Each share of Common Stock is entitled to one vote. As of March 11, 2011, we had 120,246,584 shares of Common Stock outstanding and

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entitled to vote. The shares you may vote include those held directly in your name as a stockholder of record, shares you hold through our benefit plans and shares held for you as a beneficial owner through a broker, bank or other nominee.

Many of our stockholders hold their shares through a stockbroker, bank or other nominee rather than directly in their name. If your shares are registered directly in your name with our transfer agent, Wells Fargo, you are considered the stockholder of record with respect to those shares, and we are sending these proxy materials directly to you. As the stockholder of record, you have the right to grant your voting proxy to the persons appointed by us or to vote in person at the Annual Meeting. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker or nominee who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or nominee on how to vote your shares, and you are also invited to attend the Annual Meeting. However, since you are not a stockholder of record, you may not vote these shares in person at the Annual Meeting unless you bring with you a proxy, executed in your favor, from the stockholder of record. Your broker or nominee is obligated to provide you with a voting instruction card for you to use.

How do I vote?

You may vote your shares in one of the following ways:

You can attend the Annual Meeting and cast your vote in person if you are a stockholder of record on the record date or you have a proxy from the record holder designating you as the proxy.

You can vote by signing, dating and returning the enclosed proxy card by mail. If you do, the individuals named on the card will vote your shares in the way you indicate.

You can vote by telephone or through the Internet in accordance with the instructions printed on the proxy card or other instructions that you receive from us or your bank, broker or other nominee.

You can provide voting instructions to the bank, broker or other nominee that is the holder of record of shares of Common Stock that you beneficially own, if you hold your shares in street name (such as through a bank or broker), by the method communicated to you by such bank, broker or other nominee.

Telephone and Internet voting for stockholders of record will be available 24 hours a day, seven days a week, and will close at 11:59 p.m. Eastern Daylight Time on May 5, 2011. If you vote by telephone or through the Internet, you do not have to return your proxy card.

Who counts the votes?

Our Board of Directors has designated individuals to serve as inspectors of election for the Annual Meeting. The inspectors will determine the number of shares outstanding and the number of shares represented at the Annual Meeting. They will also determine the validity of proxies and ballots, count all of the votes and determine the results of the actions taken at the Annual Meeting.

How many votes must be present to hold the meeting?

In order for us to hold our meeting, holders of a majority of our outstanding shares of Common Stock as of March 11, 2011, must be present in person or by proxy at the meeting. Your shares are counted as present at the Annual Meeting if you attend the meeting and vote in person or if you properly return a proxy by Internet, telephone or mail. This is referred to as a quorum. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the meeting.

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What is a broker non-vote?

If a broker does not have discretion to vote shares held in street name on a particular proposal and does not receive instructions from the beneficial owner on how to vote the shares, the broker may return the proxy card without voting on that proposal. This is known as a *broker non-vote*.

If you do not furnish voting instructions, one of two things can happen, depending upon whether a proposal is routine. Under the rules that govern brokers that have record ownership of shares beneficially owned by their clients, brokers have discretion to cast votes on routine matters, such as the ratification of the appointment of independent auditors, without voting instructions from their clients. Brokers are not permitted, however, to cast votes on non-routine matters without such voting instructions.

The election of directors, the two proposals on executive compensation and the proposal to amend our Amended and Restated Certificate of Incorporation are not considered routine matters, so if you are a beneficial owner, your bank, broker or other holder of record is not permitted to vote your shares on the election of directors, the proposals on executive compensation or the proposal to amend our Amended and Restated Certificate of Incorporation if the broker does not receive voting instructions from you. The ratification of auditors is considered a routine matter, so if you are a beneficial owner, your bank, broker or other holder of record is permitted to vote your shares on the ratification of auditors even if the broker does not receive voting instructions from you.

How many votes are needed to approve the proposals?

Election of Directors (Item 1). You may vote FOR or AGAINST a proposed director nominee or you may vote to ABSTAIN as to one or more director nominees. A majority of the votes cast FOR or AGAINST the election of a director nominee must be voted FOR the director nominee in order for the director nominee to be elected. An incumbent director who fails to receive a majority of FOR votes will be required to tender his or her resignation to our Board for consideration. A vote to ABSTAIN is not considered a vote FOR or AGAINST and thus will have no effect on the outcome of the vote. Broker non-votes (described above) will not be counted as votes cast on this matter.

Ratification of the Appointment of Independent Registered Public Accounting Firm (Item 2). You may vote FOR or AGAINST the ratification of the appointment of our independent registered public accounting firm, or you may ABSTAIN. A majority of the shares of Common Stock present in person or represented by proxy at our Annual Meeting and entitled to vote must be voted FOR ratification in order for it to pass. Votes cast FOR or AGAINST and ABSTENTIONS with respect to this matter will be counted as shares entitled to vote on the matter. Broker non-votes will not be counted as shares entitled to vote on this matter. A vote to ABSTAIN will have the effect of a vote AGAINST ratification of the appointment of our independent registered public accounting firm.

Advisory Vote on the Company's Executive Compensation Program (Item 3). You may vote FOR or AGAINST the advisory proposals to approve executive compensation matters or you may ABSTAIN. A majority of the shares of Common Stock present in person or represented by proxy at our Annual Meeting and entitled to vote must be voted FOR approval of the advisory proposal in order for it to pass. Votes cast FOR or AGAINST and ABSTENTIONS with respect to the proposal will be counted as shares entitled to vote on that proposal. Broker non-votes will not be counted as shares entitled to vote on the proposal. A vote to ABSTAIN will have the effect of a vote AGAINST the proposal.

Advisory Vote on How Often Shareholders will be asked to Approve Executive Compensation Matters (Item 4). You may vote in favor of a shareholder vote on the Company's Executive Compensation Program every ONE, TWO or THREE years or you may ABSTAIN. Because this proposal seeks the input of shareholders and provides shareholders with multiple voting options, there is no minimum vote requirement for Item 4 on your Proxy card.

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Amendment of our Amended and Restated Certificate of Incorporation (Item 5). You may vote FOR or AGAINST the amendment to our Amended and Restated Certificate of Incorporation or you may ABSTAIN. A majority of all of the outstanding shares of common stock on the Record Date must be voted FOR approval of the amendment to our Amended and Restated Certificate of Incorporation in order for it to pass. A vote to ABSTAIN and broker non-votes will have the effect of a vote AGAINST the proposal.

Proposal	Routine	Non-Routine	Abstain Counts as Vote Against	Abstain Has No Effect on Vote	Requires Majority For of Votes Cast	Requires More For Than Against	Requires Majority For of All Shares Outstanding	Requires More Votes Than Other Options to be Considered the Preferred Option
Item 1								
Election of Directors		X		X		X		
Item 2								
Ratify Appointment of KPMG LLP	X		X		X			
Item 3								
Executive Compensation Program		X	X		X			
Item 4								
Frequency of Say-on-Pay Votes		X		X				X
Item 5								
Increase the Number of Authorized Shares		X	X				X	
<i>Could other matters be decided at the Annual Meeting?</i>								

No matters were brought to the attention of our Corporate Secretary in accordance with the required procedures listed in our Company Bylaws and explained in our 2010 Proxy Statement under the section *Proposals for the 2011 Annual Meeting of Stockholders*. If any other matters arise, the named proxies will vote in accordance with their best judgment.

Can I access the notice of Annual Meeting, Proxy Statement and 2010 Annual Report on the Internet?

The Notice of Annual Meeting, Proxy Statement and 2010 Annual Report may be viewed and downloaded from the Annual Reports section of our website at (www.fmctechnologies.com) under the heading *Investors > Financial Information*. Instead of receiving future copies of our Proxy Statement and Annual Report by mail, most stockholders can elect to receive an e-mail that will provide electronic links to the materials. Opting to receive your proxy materials online will save the cost of producing and mailing documents to your home or business, and also will give you an electronic link to the proxy voting site. Your proxy card provides instructions on making an election to receive future proxy statements and annual reports electronically.

Can I revoke a proxy after I submit it?

You may revoke your proxy at any time before it is exercised. You can revoke a proxy by:

sending a written notice revoking your proxy to our Corporate Secretary at our principal executive offices at 1803 Gears Road, Houston, Texas 77067, prior to the cut-off for voting;

delivering a properly executed, later-dated proxy prior to the cut-off for voting;

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voting again by telephone or through the Internet in accordance with the instructions provided to you for voting your shares; or

attending the Annual Meeting and voting in person.

Who can attend the meeting?

The Annual Meeting is open to all holders of FMC Technologies Common Stock. Each holder is permitted to bring one guest who will need to provide valid picture identification. Security measures will be in effect in order to ensure the safety of attendees.

Do I need a ticket to attend the Annual Meeting?

Yes, you will need an admission ticket or proof of ownership of FMC Technologies Common Stock to enter the meeting. If your shares are registered in your name, you will find an admission ticket attached to the proxy card sent to you. If your shares are in the name of your broker or bank or you received your materials electronically, you will need to bring evidence of your stock ownership, such as your most recent brokerage statement. All stockholders will be required to present valid picture identification. **IF YOU DO NOT HAVE VALID PICTURE IDENTIFICATION AND EITHER AN ADMISSION TICKET OR PROOF THAT YOU OWN FMC TECHNOLOGIES STOCK, YOU MAY NOT BE ADMITTED INTO THE MEETING.**

Election of Directors (Item 1 on the Proxy Card)

Election of Directors

We have three classes of directors, each class being as nearly equal in size as possible. The term for each class is three years. Class terms expire on a rolling basis, so that one class of directors is elected each year. The term for the nominees for director at the 2011 Annual Meeting will expire at the 2014 Annual Meeting.

Nominees for Director

The nominees for director this year are C. Maury Devine, John T. Gremp, Thomas M. Hamilton and Richard A. Pattarozzi. Information about the nominees and continuing directors is contained in the section of this Proxy Statement entitled *Information about our Nominees* and information about the Board of Directors as a whole is contained in the sections of this Proxy Statement entitled *Information about our Directors Continuing in Office* and *Information about the Board of Directors*.

The Board of Directors expects that all of the nominees will be able and willing to serve as directors. If any nominee is not available:

the proxies may be voted for another person nominated by the current Board of Directors to fill the vacancy;

the Board of Directors may decide to leave the vacancy temporarily unfilled; or

the size of the Board of Directors may be reduced.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE RE-ELECTION OF C. MAURY DEVINE, JOHN T. GREMP, THOMAS M. HAMILTON AND RICHARD A. PATTAROZZI.

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Our Board of Directors

Information about our Nominees

Class I Term Expiring in 2011

C. Maury Devine

Principal Occupation: Retired President and Managing Director, ExxonMobil Norway Inc., an oil and gas exploration company

Age: 60

Director Since: 2005 (Independent)

Professional Experience: Ms. Devine served as President and Managing Director of ExxonMobil Corporation's Norwegian affiliate, ExxonMobil Norway, Inc., from 1996 to 2000. Prior to the merger of ExxonMobil, she served as Corporate Secretary of Mobil Corporation from 1994 to 1996. From 1990 to 1994, Ms. Devine managed Mobil's international government relations. From 2000 to 2003, Ms. Devine was a Fellow at Harvard University's Belfer Center for Science and International Affairs. Prior to joining Mobil, Ms. Devine served 15 years in the United States government in positions at the White House, the American Embassy in Paris, France, and the U.S. Department of Justice.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Ms. Devine serves on the Board of Directors of John Bean Technologies Corporation and on the Boards of the following non-public companies: Aquatic Energy, LLC, Washington Middle School for Girls, and the Woodstock Center at Georgetown University. Ms. Devine is a former member of the Board of Independence Air, Inc. She is also a member of the Council on Foreign Relations.

Why this Director is an Asset to the FMC Technologies Board: Ms. Devine brings to our Board her (1) independence, (2) financial expertise, (3) extensive corporate governance experience as a Corporate Secretary of a major U.S. public company, the Vice Chairman of a major public Norwegian company and prior and current experience as a member of the Boards of both public and private companies, (4) international and U.S. governmental experience in various positions at the White House, the American Embassy in Paris, France, and the U.S. Department of Justice and as the manager of a major public U.S. corporation's international government relations, (5) academic experience as a Fellow at Harvard University's Belfer Center, and (6) contribution to the Board in a way that enhances perspective through diversity of experience.

John T. Grempe

Principal Occupation: President and Chief Executive Officer of FMC Technologies, Inc.

Age: 59

Director Since: (Mr. Grempe was appointed to the Board effective February 25, 2011)

Professional Experience: Mr. Grempe was appointed President and Chief Executive Officer of FMC Technologies, Inc. in March 2011 and will become Chairman October 31, 2011. Mr. Grempe served as President and Chief Operating Officer of FMC Technologies, Inc. from April 2010 to February 2011. Mr. Grempe served as Executive Vice President Energy Systems from January 2007 to March 2010 prior to serving as Vice President Energy Production Systems in December 2006.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Mr. Grempe is on the Boards of Directors of Schilling Robotics LLC (a private company 45% owned by FMC Technologies, Inc.) and the following non-public entities: the Petroleum Equipment Suppliers Association and the Offshore Energy Center.

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Why this Director is an Asset to the FMC Technologies Board: Mr. Grempp brings to our Board his (1) current position as CEO of FMC Technologies, Inc., (2) experience as the President of FMC Technologies, Inc. as well as his experience in leading each of FMC Technologies major business operations, (3) resulting extensive knowledge of FMC Technologies strategy, markets, competitors, financials, operational issues and regulatory concerns, (4) thorough understanding of industry regulations and public policy related to workplace health, safety, environment and social responsibility and a demonstrated commitment to FMC Technologies health, safety, environment and social responsibility, (5) demonstrated ability to continually challenge the organization to sharpen its vision while achieving significant organic growth, (6) thorough understanding of different cultural, political and regulatory requirements through his international experience in countries where FMC Technologies has a significant presence, and (7) extensive oil service industry experience.

Thomas M. Hamilton

Principal Occupation: Co-Owner of Medora Investments and Retired Chairman, President and Chief Executive Officer of EEX Corporation, an oil and gas exploration company

Age: 67

Director Since: 2001 (Independent)

Professional Experience: Mr. Hamilton has been Co-Owner of Medora Investments, a private investment firm, since April 2003. Mr. Hamilton served as the Chairman, President and Chief Executive Officer of EEX Corporation from January 1997 until his retirement in November 2002. From 1992 to 1997, Mr. Hamilton served as Executive Vice President of Pennzoil Company and as President of Pennzoil Exploration and Production Company. Mr. Hamilton was a director of BP Exploration, where he served as Chief Executive Officer of the Frontier and International Operating Company of BP Exploration from 1989 to 1991 and as the General Manager for East Asia/Australia/Latin America from 1988 to 1989. From 1985 to 1988, he held the position of Senior Vice President of Exploration at Standard Oil Company, prior to its merger with BP.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Mr. Hamilton also serves on the Boards of Directors of the following public companies: Hercules Offshore, Inc., Methanex Corporation (non-executive Chairman of the Board), and HCC Insurance Holdings, Inc.

Why this Director is an Asset to the FMC Technologies Board: Mr. Hamilton brings to our Board his (1) independence, (2) financial expertise, (3) experience as a CEO and senior officer of major organizations with international operations in the oil and gas industry, (4) prior and current experience as a board member of public companies with international operations, and (5) thorough understanding of different cultural, political and regulatory requirements through his international experience.

Richard A. Pattarozzi

Principal Occupation: Retired Vice President of Shell Oil Company

Age: 67

Director Since: 2002 (Independent)

Professional Experience: Mr. Pattarozzi served as Vice President of Shell Oil Company from March 1999 until his retirement in January 2000. He previously served as President and Chief Executive Officer for both Shell Deepwater Development, Inc. and Shell Deepwater Production, Inc. from 1995 until 1999. In April 1991, he was appointed General Manager of Shell's Deepwater Production Division and in October 1991, General Manager of Shell's Deepwater Exploration and Production Division.

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Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Mr. Pattarozzi serves as non-executive Chairman of the Board of Stone Energy Corporation, a public corporation. He also serves on the Boards of the following public companies: Global Industries, Ltd. and Tidewater Inc., and is a former member of the following public Boards: Superior Energy Services and Transocean Inc.

Why this Director is an Asset to the FMC Technologies Board: Mr. Pattarozzi brings to our Board his (1) independence, (2) experience as a CEO and senior officer of major organizations with international operations in the oil and gas industry, (3) prior and current experience as a board member of public companies with international operations, and (4) thorough understanding of different cultural, political and regulatory requirements through his extensive oil and gas experience.

Information about our Directors Continuing in Office

Class II Term Expiring in 2012

Peter D. Kinnear

Principal Occupation: Chairman of FMC Technologies, Inc.

Age: 64

Director Since: 2006

Professional Experience: Mr. Kinnear was appointed Chairman of the Board of FMC Technologies, Inc. in October 2008. The Company has announced that Mr. Kinnear will no longer serve as Chairman of the Board effective October 31, 2011. Mr. Kinnear served as President from March 2006 to April 2010 and Chief Executive Officer from March 2007 through February 2011. Mr. Kinnear served as President and Chief Operating Officer of FMC Technologies from March 2006 to March 2007. Mr. Kinnear served as Executive Vice President of the Energy Systems business segment from March 2004 to February 2006. Prior to Mr. Kinnear's appointment as Executive Vice President in 2004, Mr. Kinnear served as Vice President of Energy Systems of FMC Corporation from 2000 until he became a Vice President of FMC Technologies. Mr. Kinnear served in a variety of marketing and operating roles within FMC Corporation since 1971, prior to serving as Vice President of Energy Systems.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Mr. Kinnear also serves on the Board of Directors of the following public company: Stone Energy Corporation and is a former member of Tronox Incorporated. Mr. Kinnear is also on the Boards of Directors of the following non-public entities: the Petroleum Equipment Suppliers Association, the National Association of Manufacturers, American Petroleum Institute and The Business Council.

Why this Director is an Asset to the FMC Technologies Board: Mr. Kinnear brings to our Board his (1) experience as the CEO and President of FMC Technologies and resulting extensive knowledge of FMC Technologies' strategy, markets, competitors, financials, operational issues and regulatory concerns, (2) thorough understanding of industry regulations and public policy applicable to the industry, (3) a demonstrated commitment to FMC Technologies' health, safety, environment and social responsibility, (4) demonstrated ability to continually challenge the organization to sharpen its vision while achieving significant organic growth, (5) thorough understanding of different cultural, political and regulatory requirements through his international experience in countries where FMC Technologies has a significant presence, (6) extensive oil service industry experience, and (7) current experience as a board member of U.S. organizations with significant international operations.

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Mike R. Bowlin

Principal Occupation: Retired Chairman of the Board of Atlantic Richfield Company

Age: 68

Director Since: 2001 (Independent)

Professional Experience: Mr. Bowlin served as Chairman of Atlantic Richfield Company (ARCO) from 1995 until his retirement in April 2000 and as its Chief Executive Officer from July 1994 until his retirement. From 1992 until his election to Chief Executive Officer of ARCO in 1994, Mr. Bowlin served as Executive Vice President and then as President and Chief Operating Officer of ARCO. Mr. Bowlin served as Senior Vice President and President of ARCO International Oil and Gas Company from 1986-1992. Mr. Bowlin joined ARCO in 1969 and became President of ARCO Coal Company in 1985.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Mr. Bowlin serves on the Board of Directors of Edwards Lifesciences Corporation, and is a director of the University of North Texas Foundation, Inc., a non-public company. Mr. Bowlin is a former Chairman of the Board of the American Petroleum Institute.

Why this Director is an Asset to the FMC Technologies Board: Mr. Bowlin brings to our Board his (1) independence, (2) experience as a CEO and senior officer of a major U.S. organization with international operations in the oil and gas industry, (3) experience as a board member of another public company with international operations, and (4) thorough understanding of different cultural, political and regulatory requirements through his international experience.

Philip J. Burguieres

Principal Occupation: Chairman and Chief Executive Officer of EMC Holdings, LLC, an investment management company specializing in the energy industry

Age: 67

Director Since: 2007 (Independent)

Professional Experience: Mr. Burguieres has been Chairman and Chief Executive Officer of EMC Holdings, LLC since 2000. Mr. Burguieres is Vice Chairman of the Houston Texans, Chairman of The J. M. Burguieres Co., Ltd., and is Chairman Emeritus of Weatherford International. Mr. Burguieres served as Chairman, President and Chief Executive Officer of Weatherford International from 1991 to 1997. From 1981 to 1989, Mr. Burguieres served as Chairman and Chief Executive Officer of Cameron Iron Works, Inc.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Mr. Burguieres currently serves as a director of Newfield Exploration Company, a public corporation. He also serves on the following non-public Boards of Directors: EMC Holdings, LLC, the Houston Texans and The J.M. Burguieres Co., Ltd.

Why this Director is an Asset to the FMC Technologies Board: Mr. Burguieres brings to our Board his (1) independence, (2) experience as a CEO and senior officer of two major U.S. organizations with international operations in the oil and gas industry, and (3) experience as a board member of another public company with international operations in the oil and gas industry.

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Edward J. Mooney

Principal Occupation: Retired Délégué Général North America, Suez Lyonnaise des Eaux, a global provider of energy, water, waste and communications services

Age: 69

Director Since: 2001 (Independent)

Professional Experience: Mr. Mooney served as Délégué Général North America, Suez Lyonnaise des Eaux from March 2000 until his retirement in March 2001. From 1994 to 2000, Mr. Mooney was Chairman and Chief Executive Officer of Nalco Chemical Company.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Mr. Mooney serves on the Boards of Directors of the following public companies: FMC Corporation, The Northern Trust Corporation, Cabot Microelectronics Corporation, and PolyOne Corporation. He also serves on the Board of Directors of Commonwealth Edison Company, a non-public, wholly-owned subsidiary of Exelon Corporation.

Why this Director is an Asset to the FMC Technologies Board: Mr. Mooney brings to our Board his (1) independence, (2) financial expertise, (3) experience as a CEO of a major U.S. organization with international operations in the oil and gas industry, (4) experience as a board member of several other public companies with international operations in a variety of industries, (5) thorough understanding of different cultural, political and regulatory requirements through his international experience, and (6) contribution to the Board in a way that enhances perspective through diversity of experience.

James M. Ringler

Principal Occupation: Retired Vice Chairman of Illinois Tool Works Inc., an international manufacturer of highly engineered components and industrial systems

Age: 65

Director Since: 2001 (Independent)

Professional Experience: Mr. Ringler currently serves as Chairman of the Board of Teradata Corporation. Mr. Ringler served as Vice Chairman of Illinois Tool Works Inc. until his retirement in 2004. Prior to joining Illinois Tool Works, he was Chairman, President and Chief Executive Officer of Premark International, Inc. from October 1996 until Premark merged with Illinois Tool Works in November 1999. Mr. Ringler joined Premark in 1990 and served as Executive Vice President and Chief Operating Officer until 1996. From 1986 to 1990, he was President of White Consolidated Industries Major Appliance Group, and from 1982 to 1986, he was President and Chief Operating Officer of The Tappan Company. Prior to joining The Tappan Company in 1976, Mr. Ringler was a consulting manager with Arthur Andersen & Co.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., and as Chairman of the Board of Teradata Corporation, Mr. Ringler is also a member of the Boards of Directors of the following public companies: The Dow Chemical Company, Corn Products International, Inc., Autoliv Inc., and John Bean Technologies Corporation.

Why this Director is an Asset to the FMC Technologies Board: Mr. Ringler brings to our Board his (1) independence, (2) financial expertise, (3) experience as a CEO and senior executive of several major U.S. organizations with international operations in a variety of industries, (4) experience as a board member of several other public companies with international operations in a variety of industries, (5) thorough understanding of different cultural, political and regulatory requirements through his international experience, and (6) contribution to the Board in a way that enhances perspective through diversity of experience.

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Class III Term Expiring in 2013

Dr. Thorleif Enger

Principal Occupation: Retired President and Chief Executive Officer of Yara International, a producer and marketer of mineral fertilizers, industrial gases and chemicals

Age: 67

Director Since: 2009 (Independent)

Professional Experience: Dr. Enger served as President and Chief Executive Officer of Yara International from 2004 until his retirement in 2008. He previously served as Executive Vice President of Hydro Agri from 1999 to 2004. Dr. Enger served as Executive Vice President of Oil and Gas for Norsk Hydro from 1996 to 1999, and President of Hydro's Exploration and Production Division from 1987 to 1996.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Dr. Enger also serves on the Board of Directors of two additional public companies: Marine Harvest ASA and Hitec-Vision ASA. He is also a former member of the following public companies: Subsea 7 Inc. (formerly Acergy S.A.) and E.ON Ruhrgas AG. He also serves as Chairman of the Board on the following private companies, Spring Energy and Agrinos.

Why this Director is an Asset to the FMC Technologies Board: Dr. Enger brings to our Board his (1) independence, (2) experience as a CEO and senior officer of major organizations with international operations in the oil and gas industry, (3) prior and current experience as a board member of public companies with international operations, (4) thorough understanding of different cultural, political and regulatory requirements through his international experience in countries where FMC Technologies has a significant presence, and (5) contribution to the Board in a way that enhances perspective through diversity in geographic origin and experience.

Claire S. Farley

Principal Occupation: Co-Founder of RPM Energy, LLC

Age: 52

Director Since: 2009 (Independent)

Professional Experience: Ms. Farley co-founded RPM Energy, LLC in 2010, which is partnered with KKR & Co. L.P.. Prior to starting RPM Energy, Ms. Farley was an Advisory Director at Jefferies Randall & Dewey, a global oil and gas industry advisor. She served as Co-President of Jefferies Randall & Dewey from February 2005 to July 2008 when Randall and Dewey became the Oil and Gas Investment Banking Group of Jefferies & Company. Prior to that, Ms. Farley served as Chief Executive Officer. She has extensive oil and gas exploration expertise, holding several positions within Texaco from 1981 to 1999, including President of Worldwide Exploration and New Ventures, President of North American Production, and Chief Executive Officer of Hydro-Texaco, Inc. Ms. Farley also served as Chief Executive Officer of Intelligent Diagnostics and of Trade-Ranger Dynasty Technologies, Inc.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Ms. Farley also serves on the Board of Directors of the public company, EnCana Corporation, and is a former board member of the following public companies: Boise Cascade, Inc. (now known as OfficeMax Incorporated) and Newfield Exploration Company.

Why this Director is an Asset to the FMC Technologies Board: Ms. Farley brings to our Board her (1) independence, (2) experience as a CEO of several major organizations, (3) extensive oil and gas exploration experience, (4) prior and current experience as a board member of public companies with

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international operations, (5) senior executive experience in financial accounting, financial reporting and corporate finance, and a familiarity with internal financial controls, and (6) contribution to the Board in a way that enhances perspective through diversity of experience.

Joseph H. Netherland

Principal Occupation: Retired Chairman, President and Chief Executive Officer of FMC Technologies, Inc.

Age: 64

Director Since: 2001

Professional Experience: Mr. Netherland served as Chairman of the Board of FMC Technologies, Inc. from December 2001 until his retirement in October 2008. Mr. Netherland also served as Chief Executive Officer of FMC Technologies from 2001 to March 2007, when he stepped down as an executive officer of the Company. Mr. Netherland was President of FMC Technologies from 2001 to February 2006. Previously, Mr. Netherland served as a director of FMC Corporation from 1998 to 2001 and as Executive Vice President of FMC Corporation from 1998 until his appointment as its President in 2000. Mr. Netherland was the General Manager of FMC Corporation's Energy and Transportation Group from 1992 to 2001. Mr. Netherland became General Manager of FMC Corporation's former Petroleum Equipment Group and General Manager of its former Specialized Machinery Group in 1985 and 1989, respectively. Mr. Netherland continues to serve as a non-independent member of FMC Technologies' Board of Directors.

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Mr. Netherland also serves on the Boards of Directors of the following public companies: Newfield Exploration Company, Spectra Energy Corp. and Tidewater Inc., and on the boards of the following non-public companies: the Petroleum Equipment Suppliers Association, and is an honorary director of the American Petroleum Institute.

Why this Director is an Asset to the FMC Technologies Board: Mr. Netherland brings to our Board his (1) experience as the CEO of FMC Technologies and resulting extensive knowledge of FMC Technologies' strategy, markets, competitors, financials, operational issues and regulatory concerns, (2) thorough understanding of industry regulations and public policy related to workplace health, safety, environment and social responsibility and a demonstrated commitment to FMC Technologies' health, safety, environment and social responsibility, (3) demonstrated ability to continually challenge the organization to sharpen its vision while achieving significant organic growth, (4) thorough understanding of different cultural, political and regulatory requirements through his international experience in countries where FMC Technologies has a significant presence, (5) extensive oil and gas experience, and (6) prior and current experience as a board member of major U.S. organizations with international operations.

Eleazar de Carvalho Filho

Principal Occupation: Founding Partner of Iposeira Capital Ltda. and STK Capital Gestora de Recursos Ltda.

Age: 54

Director Since: 2010

Professional Experience: Mr. de Carvalho is a Founding Partner of STK Capital Gestora de Recursos Ltda. since April 2010. Mr. de Carvalho is also a Founding Partner of Virtus BR Partners Assessoria Corporativa Ltda. since May 2009. Mr. de Carvalho served as CEO and Managing Partner of Unibanco Investment Bank from April 2008 to March 2009. Mr. de Carvalho has been a Consultant for BHP Billiton Metais S.A. since May 2006 and is a Founding Partner of Iposeira Capital Ltda. since July 2004.

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Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Mr. de Carvalho also serves on the Board of Directors of Libra Holding S.A. a private company. Mr. de Carvalho is a former Board member of the following public companies: Rossi Residencial S.A., Santista Têxtil S.A. and São Paulo Alpargatas S.A. and a former Board member of the following private companies: Varig Engenharia e Manutenção S.A. and Varig Logística S.A.

Why this Director is an Asset to the FMC Technologies Board: Mr. Carvalho brings to our Board his (1) independence, (2) experience as the CEO and managing partner of Unibanco Investment Bank, (3) thorough understanding of different cultural, political and regulatory requirements through his international experience in countries where FMC Technologies has a significant presence, (4) prior and current experience as a board member of private companies with international operations, and (5) contribution to the Board in a way that enhances perspective through diversity in geographic origin and experience.

Information about the Board of Directors

Corporate Governance

Our Board of Directors believes that the purpose of corporate governance is to ensure that we maximize stockholder value in a manner that is consistent with both the legal requirements applicable to us and a business model that requires our employees to conduct business with the highest standards of integrity. The Board has adopted and adheres to corporate governance principles that the Board and senior management believe promote this purpose, are sound and represent best practices. The Board reviews these governance practices, the corporate laws of the State of Delaware under which we were incorporated, the rules and listing standards of the New York Stock Exchange and the regulations of the Securities and Exchange Commission, as well as best practices recognized by governance authorities to benchmark the standards under which it operates.

The Board provides accountability, objectivity, perspective, judgment and in some cases, specific industry or technical knowledge or experience. In carrying out its responsibilities to the shareholders, the fundamental role of the Board of Directors is to ensure (1) continuity of leadership; (2) that a sound strategy for the success of the enterprise is in place, understood and being pursued; and (3) that financial and management resources are available and control systems are in place to carry out that strategy. The Board also provides risk oversight and has delegated some of its oversight duties to the Audit Committee, the Compensation Committee and the Nominating and Governance Committee, as discussed in *Board Oversight of Risk Management* below. The corporate governance principles adopted by the Board of Directors may be viewed at the Corporate Governance section of our website at (www.fmctechnologies.com) under the heading *Investors > Corporate Governance* and are also available in print to any stockholder upon request. A request should be directed to our principal executive offices at 1803 Gears Road, Houston, Texas 77067, Attention: Senior Vice President, General Counsel and Secretary.

Board Oversight of Risk Management

Our Board believes that one of its most important roles is the oversight of the management of risk within the Company. On at least an annual basis, we present to the Board the risk areas that we believe to be the most significant to the Company and our plan for the assessment, monitoring and management of those risks. The Board has responsibility for overall risk management oversight; however, it has designated each of the three Board committees with oversight of risk within their own areas of responsibility. Oversight of areas such as strategy and financial liquidity are the responsibility of the whole Board.

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For example, the Audit Committee discusses with management on a regular basis our major areas with potential risk exposures, including financial reporting, contract management and foreign exchange. The Audit Committee reviews the potential financial impacts of these risks, the steps we take to ensure that appropriate processes are in place to identify, manage and control financial and business risks and that we have adequate insurance coverage to mitigate these risks. In cases where a practice or procedure is identified or an operational incident occurs that could heighten the possibility of a negative impact on our operations or financial results, our management reports to the Board the steps to be taken to ensure that the risk is appropriately managed.

The Nominating and Governance Committee reviews risks related to the Board's legal and regulatory corporate governance compliance requirements. The Committee also plays a key role in discussing with management the potential risk exposures to the Company in the event there is an unexpected disability of our CEO or his exit from the Company. The Nominating and Governance Committee adopts and maintains emergency procedures for management succession for any such CEO emergencies.

With respect to risk related to compensation matters, the Compensation Committee considers whether our compensation programs for executives and employees generally encourage unnecessary risk taking and has concluded that they do not. The Compensation Committee believes that our annual cash and long-term equity incentives provide an appropriate mix of incentives to ensure performance is focused on long-term stockholder value rather than short-term risk taking.

Meetings

During 2010, the Board of Directors held five regular meetings. All incumbent directors attended at least 75 percent of all meetings of the Board and all meetings of Board committees on which they served. Mr. Grempp was elected to the Board in February 2011 and therefore attended no meetings as a director in 2010. The Board of Directors has scheduled a meeting in the morning prior to the 2011 Annual Meeting of Stockholders, and the Board encourages its members to attend the Annual Meeting of Stockholders. All members of the Board of Directors, except Mr. Burguieres, attended the Annual Meeting of Stockholders in May 2010.

Committees of the Board of Directors

During 2010, the Board of Directors had three standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee.

Each of these committees operates pursuant to a written charter setting out the functions and responsibilities of the committee, each of which may be reviewed at the Corporate Governance section of our website at (www.fmctechnologies.com) under the heading *Investors > Corporate Governance* and is also available in print to stockholders upon request submitted to our principal executive offices at 1803 Gears Road, Houston, Texas 77067, Attention: Senior Vice President, General Counsel and Secretary.

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The table below provides 2010 meeting and membership information for each of the committees of the Board of Directors:

2010 Meetings and Membership	Audit	Compensation	Nominating and Governance
Number of Meetings	7 ⁽¹⁾	4 ⁽²⁾	2 ⁽³⁾
Mike R. Bowlin		X ⁽⁴⁾	X
Philip J. Burguieres		X	X
Eleazar de Carvalho Filho	X		X
C. Maury Devine	X		X
Dr. Thorleif Enger		X	X
Claire S. Farley	X		
Thomas M. Hamilton	X	X	
Edward J. Mooney	X ⁽⁴⁾		
Richard A. Pattarozzi		X	X ⁽⁴⁾
James M. Ringler	X	X	

- (1) One meeting included a training session for Audit Committee members that concentrated on the Company's contract risk management review process.
(2) One meeting included a training session for Compensation Committee members that provided information regarding key emerging issues in executive compensation.
(3) One meeting included a training session for Nominating and Governance members that provided information regarding new SEC regulations and other key corporate governance trends.
(4) Indicates committee chair.

Audit Committee

The Audit Committee charter gives the Audit Committee the authority and responsibility for the engagement, compensation and oversight of our independent public accountants and the review and approval in advance of the scope of audit and non-audit assignments and the related fees of the independent public accountants. The Audit Committee charter also gives this committee authority to fulfill its obligations under Securities and Exchange Commission and New York Stock Exchange requirements, which include:

oversight responsibilities relating to the Company's accounting, auditing and financial reporting practices;

responsibilities associated with our external and internal audit staffing and planning;

accounting and financial reporting issues associated with our financial statements and filings with the Securities and Exchange Commission;

financial and accounting organization and internal controls;

auditor independence and approval of non-audit services;

whistle-blower procedures for reporting questionable accounting and audit practices.

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Audit Committee members meet privately in separate sessions with representatives of our senior management, our independent public accountants and our Director of Internal Audit after Audit Committee meetings (five such sessions were held in 2010). The Audit Committee also plays a key role in assisting the Board in overseeing enterprise risk management by discussing with management our major areas with potential risk exposures, including contract management and our foreign exchange portfolio discussed in more detail in *Board Oversight of Risk Management* above.

The Board of Directors has determined that all of the members of the Audit Committee (C. Maury Devine, Eleazar de Carvalho Filho, Claire S. Farley, Thomas M. Hamilton, Edward J. Mooney and

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James M. Ringler) meet the New York Stock Exchange standard of having accounting or related financial management expertise and meet the Securities and Exchange Commission criteria for an audit committee financial expert.

Compensation Committee

The principal duties of the Compensation Committee under its charter include:

approving all elements of compensation for the Chief Executive Officer;

reviewing and approving compensation policies and practices for other executive officers, including all elements of their annual compensation;

reviewing the Company's say on pay proposals prepared by the Company's executive management and, if appropriate, recommend to the Board of Directors that the proposals be included in the Company's proxy statement as required by the Securities and Exchange Commission;

reviewing and approving major changes in employee benefit plans;

reviewing short-term and long-term incentive and equity grants;

reviewing and approving any agreements between the Company and its executive officers;

approving the compensation for the directors;

ensuring that a succession plan for the Chief Executive Officer and any other key executive positions is in place;

ensuring that the overall executive compensation program is designed to ensure retention of key executives;

reviewing and approving organizational changes and restructurings that have a significant impact on the Company or its business;
and

reviewing the Compensation Discussion and Analysis to be included in our annual report or proxy statement and recommending, if appropriate, to the Board of Directors, its inclusion in our annual report or proxy statement.

The Compensation Committee annually reviews all elements of executive pay, peer group practices and performance both internally and relative to peers as part of its process to help ensure that our total compensation program is consistent with our compensation philosophies. In determining compensation levels for executive officers, the Compensation Committee reviews compensation survey data supplied by Meridian Compensation Partners, LLC (Meridian), an independent consultant retained by the Compensation Committee.

Meridian has served as a compensation consultant for the Compensation Committee for the past year. Beginning in 2006, Hewitt Associates was retained directly by the Compensation Committee. On February 1, 2010, Hewitt Associates spun-off its executive compensation consulting

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business in North America. In connection with this spin-off, a select number of Hewitt principals and consultants left Hewitt to form Meridian, which operates as an independent executive compensation consulting firm. This past year, Meridian was retained directly by the Compensation Committee. For 2010, the Compensation Committee's engagement agreement with Meridian provides for a scope of work that includes ensuring that the Compensation Committee's compensation recommendations are consistent with our business strategy, pay philosophy, prevailing market practices and relevant regulatory mandates and assisting the Committee's efforts to make compensation decisions that are representative of the interests of our stockholders.

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A group of peer companies is recommended by our management and approved by the Compensation Committee to use as part of the external benchmarking process. The list is reviewed on an annual basis by the Compensation Committee to ensure continuing relevancy. In approving the companies to be included in the peer group, the Compensation Committee reviews the size and financial performance of the proposed companies to determine whether the group is appropriate. Meridian collects, analyzes and reports back to the Compensation Committee on the amounts and components of compensation paid by the peer group. Since the companies surveyed by Meridian are of varying revenue size and market capitalization, its survey utilizes regression analysis to develop size-adjusted values to provide relevant comparisons for each component of compensation.

Based on the survey market data provided by Meridian, the Compensation Committee reviews the appropriateness of management's recommendations for each executive's base pay, annual non-equity incentive bonus, and annual equity award. The Committee allocates total annual compensation to our executive officers among the various elements of short-term cash (base pay and non-equity incentive bonus) and long-term (equity awards) compensation, including the allocation between performance-based and time-based equity to approximate the market allocation identified in Meridian's survey results. While this is a significant input into the process the Committee uses to determine executive compensation, it is not the only metric. The Committee considers other factors such as the individual's performance and tenure in positions.

In its annual review of the appropriateness of director compensation, the Compensation Committee reviews director compensation survey data provided by Meridian. The companies included within the survey are selected by FMC Technologies' management and approved by the Compensation Committee for peer group comparison.

The scope of authority delegated to the Compensation Committee by the Board of Directors is to decide whether or not to accept, reject or modify our management's proposals for annual compensation awards to our executive officers. The Compensation Committee also has the authority to recommend the amount of compensation to be paid to our non-employee directors. Peter D. Kinnear, our Chairman, is the only executive officer whose compensation is disclosed in the Summary Compensation Table in this Proxy Statement (named executive officers) who also participated this year in the compensation decisions for other named executive officers. Mr. Kinnear did not have a role in setting his own base pay, annual non-equity incentive bonus amount or the size of his annual equity compensation award. Our Vice President of Administration, working with Meridian, provided recommendations for each executive's base pay, annual non-equity incentive bonus and annual equity award for the Compensation Committee's review. Our Chief Financial Officer also provided the Compensation Committee with information related to the Company's financial performance against our objectives and our peer companies' financial performance. This information was then used by the Compensation Committee as factors in setting annual targets and ratings associated with incentive compensation awards and selecting appropriate structures for performance-based restricted stock.

In general, our Board oversees the Company's risk management. The Compensation Committee also plays a key role in discussing with management the potential risk exposures to the Company in the areas of its responsibility discussed in more detail under *Board Oversight of Risk Management* above.

Nominating and Governance Committee

The principal duties of the Nominating and Governance Committee under its charter include:

identifying and recommending to the Board of Directors qualified nominees for election to the Board of Directors;

making recommendations to the Board of Directors concerning the structure and membership of other Board committees and making annual recommendations for a member to serve as the lead director;

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making recommendations to the Board of Directors from time to time regarding matters of corporate governance and compliance;

adopting and maintaining emergency procedures for management succession in the event of the unexpected disability of the Chief Executive Officer;

reviewing on an annual basis the Company's Code of Business Conduct and Ethics; and

annually assessing the performance of the Board of Directors and its committees, and reporting its assessment to the Board of Directors.

Stockholders may submit recommendations for future candidates for election to the Board of Directors for consideration by the Nominating and Governance Committee by writing to Jeffrey W. Carr, Senior Vice President, General Counsel and Secretary, 1803 Gears Road, Houston, Texas 77067. A letter making a director candidate recommendation must include the candidate's name, biographical information and a summary of the candidate's qualifications. In addition, the letter should be accompanied by a signed statement from the nominee indicating that the nominee is willing to serve as a member of the Board. To make a recommendation for the 2012 Annual Meeting, please refer to the timing requirements specified in the section of this Proxy Statement entitled "Proposals for the 2012 Annual Meeting of Stockholders."

All submissions from stockholders meeting these requirements will be reviewed by the Nominating and Governance Committee. In connection with its role in recommending candidates for the Board, the Nominating and Governance Committee advises the Board with respect to the combination of skills, experience, perspective and background that its members believe are required for the effective functioning of the Board considering our current business strategies and regulatory, geographic and market environment. The Committee has not established specific, minimum qualifications for director nominees. Our corporate governance principles provide that directors should be selected based on integrity, successful business experience, stature in their own fields of endeavor and the diversity of perspectives they bring to the Board. Our corporate governance principles also require that a majority of our non-employee directors should be active or retired senior executives, preferably Chief Executive or Chief Operating Officers of publicly-held companies. In addition, the corporate governance principles provide that our non-employee directors should also be chosen based on recognized experience in our lines of business and leadership in areas of government service, academia, finance and international trade. Nominees to be evaluated by the Nominating and Governance Committee for future vacancies on the Board will be selected by the Committee from candidates recommended by multiple sources, including business and personal contacts of the members of the Nominating and Governance Committee, recommendations by our senior management and candidates identified by independent search firms, stockholders and other sources, all of whom will be evaluated based on the same criteria. All of the current nominees for the Board are standing members of the Board that are proposed by the entire Board for re-election.

In general, our Board oversees the Company's risk management. The Nominating and Governance Committee also plays a key role in discussing with management the potential risk exposures to the Company in the areas of its responsibility discussed in more detail under *Board Oversight of Risk Management* above.

Director Independence

The Nominating and Governance Committee conducted a review of the independence of the members of the Board of Directors and its committees and reported its findings to the full Board at its February 25, 2011 meeting. Eleven of our 13 directors (including three of the four nominees presently standing for re-election) are non-employee directors. The Nominating and Governance Committee reviewed all of the commercial transactions, relationships and arrangements between us and our

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subsidiaries, affiliates and executive officers with companies with whom the eleven non-employee directors are affiliated or employed. The transactions, relationships and arrangements reviewed by the Committee consisted of the following:

Philip J. Burguieres is a member of the Board of Directors of Newfield Exploration Company. Newfield is a customer of FMC Technologies. Mr. Burguieres is also Chairman Emeritus of Weatherford International Ltd., a customer and vendor of FMC Technologies.

C. Maury Devine is a member of the Board of Directors and audit committee of John Bean Technologies Corporation (JBT). FMC Technologies and JBT are parties to a separation and distribution agreement and a tax sharing agreement that relate to the spin-off of our FoodTech and Airport Systems businesses (now JBT) that occurred in July 2008.

Claire S. Farley is a member of the Board of Directors and audit committee of EnCana Corporation, a customer of FMC Technologies.

Thomas M. Hamilton is a member of the Board of Directors of Methanex Corporation, a customer of FMC Technologies.

Edward J. Mooney is a member of the Board of Directors of FMC Corporation, our former parent company. Mr. Mooney also serves on that Board's audit committee and is the chairman of its compensation committee. FMC Technologies and FMC Corporation are parties to a separation and distribution agreement and a joint litigation defense agreement that relate to the separation of the companies' businesses that occurred in 2001. Mr. Mooney is also a member of the Board of Directors of The Northern Trust Corporation and is Chairman and serves as a member of that Board's audit and compensation committees. Northern Trust Corporation serves as trustee for the Company's Pension Plan and provides administrative services related to the plan. Northern Trust is also a member of the syndicate of lenders providing financing to us.

Richard A. Pattarozzi is a member of the Board of Directors of Global Industries, Ltd., a vendor of FMC Technologies. Mr. Pattarozzi is also a trustee of the National World War II Museum Foundation. We matched a charitable contribution made to this foundation by Mr. Pattarozzi under our matching charitable contribution program available to all of our employees and directors.

James M. Ringler is a member of the Board of Directors of Autoliv, Inc. and Dow Chemical Company, both customers of FMC Technologies. Mr. Ringler also serves as a member the Board of Directors of JBT. FMC Technologies and JBT are parties to a separation and distribution agreement and a tax sharing agreement that relate to the spin-off of our FMC FoodTech and Airport Systems businesses (now JBT) that occurred in July 2008.

Although the Board has not adopted categorical standards of materiality, none of these relationships was deemed to be material or as impacting the independence of our non-employee directors. Each of our directors completes an annual questionnaire requiring disclosure of any relationships (including industrial, banking, consulting, legal, accounting, charitable or familial relationships) which could impair the independence of such director.

Based on the report and recommendation of the Nominating and Governance Committee, the Board has determined that each of directors Mike R. Bowlin, Philip J. Burguieres, C. Maury Devine, Eleazar de Carvalho Filho, Dr. Thorleif Enger, Claire S. Farley, Thomas M. Hamilton, Edward J. Mooney, Richard A. Pattarozzi and James M. Ringler, satisfies the independence criteria set forth in the corporate governance listing standards of the New York Stock Exchange. Although Joseph H. Netherland is currently a non-employee director, as the former Chairman, Chief Executive Officer and President of FMC Technologies, he may not be considered independent under the New York Stock

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Exchange corporate governance listing standards until three years after his retirement as an executive officer of the Company which will be December 31, 2011. In addition, all of the members of the Audit Committee satisfy the enhanced independence criteria required for members of audit committees under regulations adopted by the Securities and Exchange Commission and the New York Stock Exchange corporate governance listing standards.

Leadership Structure of the Board and Executive Sessions of Independent Directors

The Company has determined that a leadership structure consisting of a combined principal executive officer/board chairman, together with a strong lead director who chairs the non-management sessions of the Board is the most appropriate structure for the Company. The Board of Directors has chosen to combine the principal executive officer and board chairman positions. Although Mr. Grempe became our Chief Executive Officer on March 1, 2011 and Mr. Kinnear is currently our Chairman, Mr. Kinnear held both positions during 2010 and Mr. Grempe will hold both positions after October 31, 2011. The Chairman is responsible for setting the agenda for the Board meetings and for presiding at such meetings. Additionally, the Board of Directors annually appoints one independent member to act as its lead director. The lead director is authorized to call meetings of the non-employee directors, and he is responsible for the following:

setting the agenda for executive sessions of non-employee directors after regularly scheduled Board of Director meetings and for presiding at such sessions;

acting as principal liaison between the non-employee directors and the Chairman;

advising the Chairman as to the quality, quantity and timeliness of the flow of information from management necessary for the non-employee directors to effectively and responsibly perform their duties;

providing feedback from executive sessions of the non-employee directors to the Chairman and other senior management; and

advising the Chairman on potential agenda items for Board meetings.

Mr. Bowlin, the Chair of the Compensation Committee, has been selected by the Board of Directors to continue to serve as the lead director for these executive sessions during 2011.

Stockholders and other interested parties may communicate directly with the Board of Directors, the lead director or the non-employee directors as a group by submitting either written correspondence c/o Lead Director, FMC Technologies, Inc., 1803 Gears Road, Houston, Texas 77067, or an email to our lead director at lead.director@fmcti.com. The lead director will review any such communication with the parties to whom the communication is addressed at the next regularly scheduled Board meeting unless, in his or her judgment, earlier communication is warranted.

Director Compensation

Our compensation plan for non-management members of our Board of Directors is included in the FMC Technologies, Inc. Amended and Restated Incentive Compensation and Stock Plan (the Incentive Compensation and Stock Plan). The Incentive Compensation and Stock Plan grants the Board of Directors the authority to modify the terms of the Board of Directors compensation plan pursuant to a recommendation from our Compensation Committee.

For 2010, each non-employee director received an annual retainer of \$60,000, paid in cash. Our non-employee directors also receive an annual non-retainer equity grant of restricted stock units. For

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2010, we awarded each of our non-employee directors restricted stock units on May 3, 2010, with a value of \$200,000, which is included in the amount contained in the Stock Awards column of the table below. These awards will not vest until May 6, 2011, the date of the 2011 Annual Meeting.

We have ownership requirements for our non-employee directors that are based on a multiple of five times the amount of each director's annual retainer. Our non-employee directors are also required to hold the restricted stock units they receive from the annual non-retainer equity grants they are awarded until after they complete their service on our Board. These restricted stock units granted to a director are settled in Common Stock upon completion of the director's service on our Board. These restricted stock units are also forfeited if a director ceases service on the Board of Directors prior to the vesting date of the restricted stock units, except in the event of death or disability. Unvested restricted stock units will be settled and are payable in Common Stock upon the death or disability of a director or in the event of a change in control of FMC Technologies. Awards granted to non-employee directors will vest on the date of the Company's annual stockholders' meeting next following the grant date unless otherwise determined by the Board.

The Fees Earned column in the table below also includes cash remuneration in the amount of \$2,000 for each Board of Directors committee meeting attended, including telephonic meetings. Our lead director received an additional fee of \$10,000, the chair of the Nominating and Governance Committee received an additional fee of \$10,000, the chair of the Compensation Committee received an additional fee of \$15,000 and the chair of the Audit Committee received an additional fee of \$15,000 during 2010, which are also included in the Fees Earned column. Each non-employee director also receives reimbursement for reasonable incidental expenses incurred in connection with the attendance of meetings of the Board and Board committees.

The following table shows all compensation awarded or earned by the non-management members of our Board of Directors from all sources for services rendered in all of their capacities to us during 2010. Mr. Kinnear, our only employee who served on the Board of Directors during 2010, did not receive additional compensation for his services as a director.

Director Compensation Table

Name ⁽¹⁾	Fees	Stock	All Other Compensation (\$) ⁽⁴⁾	Total (\$)
	Earned (\$) ⁽²⁾	Awards (\$) ⁽³⁾		
Mike R. Bowlin	\$ 95,000	\$ 199,955	\$ 0	\$ 294,955
Philip J. Burguieres	72,000	199,955	18,665	290,620
Eleazar de Carvalho Filho	40,000	166,617	6,262	212,879
C. Maury Devine	78,000	199,955	10,000	287,955
Dr. Thorleif Enger	72,000	199,955	1,607	273,562
Claire S. Farley	74,000	199,955	6,468	280,423
Thomas M. Hamilton	82,000	199,955	15,161	297,116
Edward J. Mooney	89,000	199,955	15,388	304,343
Joseph H. Netherland	60,000	199,955	15,472	275,427
Richard A. Pattarozzi	84,000	199,955	13,219	297,174
James M. Ringler	82,000	199,955	0	281,955

- (1) Peter D. Kinnear, our Chairman and Chief Executive Officer during 2010, is not included in the table as he was an employee of the Company during 2010 and did not receive compensation for his service as a director. The compensation paid to Mr. Kinnear is shown in the Summary Compensation Table.
- (2) Includes the director's annual retainer, fees paid for attendance at committee meetings and additional fees paid to the chairman of each board committee and the lead director.
- (3) Restricted stock unit grants were made on May 3, 2010, valued at \$68.95 per share, the closing price of our Common Stock on May 3, 2010, reflecting an aggregate grant date fair value for all of our non-employee directors of \$1,999,550. An additional restricted stock unit grant also was made on July 1, 2010 to Mr. de Carvalho (3,119 units, pro-rated as of the date he became a

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director) valued at \$53.42 per share, the closing price of our Common Stock on July 1, 2010. The number of the aggregate outstanding restricted stock units held by each of our non-employee directors on December 31, 2010, was: Mr. Bowlin 65,928.906; Mr. Burguières 17,176.944; Mr. de Carvalho 3,119; Ms. Devine 26,281.390; Dr. Enger 10,869; Ms. Farley 10,869; Mr. Hamilton 68,401.350; Mr. Mooney 57,790.778; Mr. Netherland 11,538.217; Mr. Pattarozzi 47,808.338; and Mr. Ringler 65,928.906. Dividends will not be paid on any of the restricted stock units unless we pay dividends on our Common Stock.

- (4) Includes reimbursed costs for travel of director's spouse to our Board of Directors meeting outside of the United States and charitable contributions made in the name of directors by us pursuant to the matching charitable contribution program available to all employees and directors. Pursuant to this program, we match 100 percent of the charitable contributions of our employees and directors up to \$10,000 in any year, although we exercise discretion to approve matching contributions in excess of that amount from time to time. The numbers shown reflect the amounts that were expensed during the 2010 plan year and include for Mr. Burguières, \$10,000; Ms. Devine, \$10,000; Mr. Hamilton, \$10,000; Mr. Netherland, \$10,000; and Mr. Pattarozzi, \$7,750. A portion of the amounts shown reflect matching contributions attributable to director contributions made in the prior fiscal year. Directors who are not our employees do not participate in our employee benefit plans other than our matching program for charitable contributions.

Compensation Committee Interlocks and Insider Participation in Compensation Decisions

In 2010, the members of the Compensation Committee of the Board were Messrs. Bowlin, Burguières, Enger, Hamilton and Ringler, none of whom has ever been an officer or employee of FMC Technologies or any of its subsidiaries. None of the executive officers of FMC Technologies has ever served on the board of directors or on the compensation committee of any other entity that has had any executive officer serving as a member of FMC Technologies' Board of Directors.

Transactions with Related Persons

During 2010, we were not a participant in any transaction or series of related transactions in which any related person had or will have a material interest and in which the amount involved exceeded \$120,000. A related person is any person who was in any of the following categories during 2010:

- (a) any director or executive officer of FMC Technologies;
- (b) any nominee for director;
- (c) any immediate family member of a director or executive officer of FMC Technologies or any nominee for director, with immediate family member including any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law and any person (other than a tenant or an employee) sharing the household of a director or executive officer or a nominee for director;
- (d) a security holder listed in the Other Security Ownership table below; or
- (e) any immediate family member of such a security holder.

Our Code of Business Conduct and Ethics provides that each of our employees and directors is expected to avoid engaging in activities that conflict with, or have the appearance of conflicting with, the best interests of us and our stockholders. These requirements also extend to immediate family members of employees and directors, any trust in which any employee or a director has a beneficial interest and over which such employee or director can exercise or influence decision making, and any person with whom one of our employees or directors has a substantial business relationship. For purposes of this policy, an immediate family member includes an employee's or director's spouse, parents, children, siblings, parents-in-law, children-in-law, siblings-in-law and anyone who shares an FMC Technologies employee's or director's home.

Our Code of Business Conduct and Ethics requires disclosure of personal activities or interests of any one of our employees or directors, or of any immediate family member, trust or other person with which such person may have a substantial business relationship (each, an interested person), that could negatively influence, or which could have the appearance of negatively influencing, the judgment of

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such employee or director, or the decisions or action of such employee or director. Such activities must be disclosed to an employee's manager, supervisor, local human resources director, the lawyer responsible for their business unit, the General Counsel, a member of the Board of Directors or reported to our ethics hotline. Reports regarding a related person made to an ethics reporting resource other than a member of the Board of Directors will be reported to the Board of Directors, or a Committee of the Board of Directors, which will have the responsibility for determining if there is a conflict of interest and, if so, how to resolve it without compromising the best interests of us and our stockholders.

In certain limited cases, activities giving rise to a potential related person conflict of interest may be permitted if the Board of Directors or a Committee of the Board determines, in its reasonable judgment, that such potential conflict of interest is not likely to be harmful to the best interests of us and our stockholders. No such activities were approved by the Board of Directors or a Committee of the Board during 2010.

Our Code of Business Conduct and Ethics also prohibits any employee or director from taking for themselves personally (including for the benefit of family members or friends) business opportunities that are discovered through the use of our property, information or position without the consent of the Board of Directors or a Committee of the Board. No employee or director may use corporate property, information or position for improper personal gain, and may not compete with us, directly or indirectly.

Our Code of Business Conduct and Ethics may be reviewed on the Corporate Governance section of our website at (www.fmctechnologies.com) under the heading *Investors > Corporate Governance* . A waiver may only be made by the Board of Directors, or a committee appointed by the Board, and will be promptly disclosed to the extent required by law, including the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange.

In addition to the foregoing ethics policy, the Nominating and Governance Committee periodically reviews all commercial business relationships that exist between us and companies with which our directors are affiliated in order to determine if non-management members of the Board are independent under the rules of the New York Stock Exchange.

Table of Contents**Security Ownership of FMC Technologies Management and Holders of More Than Five Percent of Outstanding Shares of Common Stock**

The following table shows, as of February 28, 2011, the number of shares of Common Stock beneficially owned by each of our directors, each of our named executive officers whose compensation is reported in the Summary Compensation Table below, and all directors and executive officers as a group. No director or executive officer named in the Summary Compensation Table beneficially owns more than one percent of the Common Stock, as designated in the Percent of Class column, in the table below.

Name	Beneficial Ownership on	
	February 28, 2011	Percent of Class ⁽¹⁾
	Common Stock of FMC Technologies	
Mike R. Bowlin ⁽²⁾	91,529	0.08%
Philip J. Burguières ⁽²⁾	36,277	0.03%
Eleazar de Carvalho ⁽²⁾	0	0.00%
C. Maury Devine ⁽²⁾	23,381	0.02%
Dr. Thorleif Enger ⁽²⁾	7,969	0.01%
Claire S. Farley ⁽²⁾	7,969	0.01%
John T. Grempe ⁽³⁾	90,690	0.08%
Tore Halvorsen ⁽³⁾	92,507	0.08%
Thomas M. Hamilton ⁽²⁾⁽⁴⁾	77,501	0.06%
Peter D. Kinnear ⁽³⁾	163,616	0.14%
Edward J. Mooney ⁽²⁾	54,891	0.05%
Joseph H. Netherland ⁽²⁾	89,841	0.07%
Richard A. Pattarozzi ⁽²⁾	44,908	0.04%
Robert L. Potter ⁽³⁾	54,402	0.05%
James M. Ringler ⁽²⁾	63,029	0.05%
William H. Schumann, III ⁽³⁾	59,838	