

**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

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

Definitive Proxy Statement

Definitive Additional Materials

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

**FMC TECHNOLOGIES, INC.**

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(Name of Registrant as Specified In Its Charter)

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(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.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form of Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

Friday, May 4, 2007

11:00 a.m.

The Woodlands Waterway Marriott Hotel & Convention Center

1601 Lake Robbins Drive

The Woodlands, Texas 77380

April 2, 2007

Dear Stockholder:

It is my pleasure to invite you to attend the 2007 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 three directors, Asbjørn Larsen, Joseph H. Netherland and James R. Thompson, each for a term of three years; 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 5, 2007.

**MANAGEMENT RECOMMENDS A VOTE FOR THE RE-ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR.**

**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. You can revoke a proxy prior to its exercise at the meeting by following the instructions in the accompanying Proxy Statement.**

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 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 the accompanying Proxy Statement.

By order of the Board of Directors,

Jeffrey W. Carr

*Vice President, General Counsel and Secretary*

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## I. Information About Voting

**Why Am I Receiving This Proxy Statement?** The Board of Directors of FMC Technologies, Inc. ("FMC Technologies" or the "Company," "we," "us" or "our") is soliciting proxies for use at our 2007 Annual Meeting of Stockholders and any adjournments of that meeting. We first mailed this Proxy Statement, the accompanying form of proxy and our Annual Report for 2006 on April 2, 2007. It was also made available on our website, [www.fmctechnologies.com](http://www.fmctechnologies.com), on that date.

**What Will Occur at the Annual Meeting?** The agenda for the Annual Meeting is to:

1. Re-elect three directors: Asbjørn Larsen, Joseph H. Netherland and James R. Thompson; and
2. Conduct any other business properly brought before the meeting and any adjournment thereof.

**Who Can Vote?** You can vote at the Annual Meeting if you were a holder of our Common Stock, par value of \$0.01 per share ("Common Stock"), as of the close of business on the record date. The record date is March 5, 2007. As of that date, there were 67,112,281 shares of Common Stock outstanding and entitled to vote. You will have one vote for each share of Common Stock that you own. 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, National City Bank, 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 My Shares?** You may vote your shares in one of the following ways:

- You can attend the Annual Meeting and cast your vote there 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 3, 2007. 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 will designate 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.

**What Are the Voting Requirements for the Matters Submitted to a Stockholder Vote?** The presence of the holders of a majority of the outstanding shares of Common Stock entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum. A quorum is required to hold the meeting. Abstentions and “broker non-votes” are counted as present and entitled to vote for purposes of determining a quorum. A “broker non-vote” occurs when a bank, broker or other holder of record holding shares for a beneficial owner does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

If you are a beneficial owner, your bank, broker or other holder of record is permitted to vote your shares on the election of directors even if the broker does not receive voting instructions from you.

A plurality of the votes cast is required for the election of directors. This means that the three director nominees with the most votes will be elected to the Board of Directors. Only votes “for” or “withheld” affect the outcome. Abstentions are not counted for purposes of the election of directors.

**Could Other Matters Be Decided at the Annual Meeting?** At the date this Proxy Statement went to press, we did not know of any matters to be raised at the Annual Meeting other than those referred to in this Proxy Statement.

If other matters are properly presented at the Annual Meeting for consideration, the proxy holders designated on the proxy cards or designated in the other voting instructions you have submitted will have the discretion to vote on those matters for you.

**Can I Access the Notice of Annual Meeting, Proxy Statement and 2006 Annual Report on the Internet?** The Notice of Annual Meeting, Proxy Statement and 2006 Annual Report may be viewed and downloaded from our website at [www.fmctechnologies.com/2007Proxy](http://www.fmctechnologies.com/2007Proxy) and [www.fmctechnologies.com/2006AnnualReport](http://www.fmctechnologies.com/2006AnnualReport). 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.

**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 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;
- 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.

## **II. Proposal 1—Election of Directors**

### **Election of Directors**

We have three classes of directors. 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 2007 Annual Meeting will expire at the 2010 Annual Meeting.

### **Nominees for Director**

The nominees for director this year are Asbjørn Larsen, Joseph H. Netherland and James R. Thompson. Information about the nominees, the continuing directors and the Board of Directors as a whole is contained in the section of this Proxy Statement entitled “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 a vote FOR the re-election of Asbjørn Larsen, Joseph H. Netherland and James R. Thompson.**

**III. Board of Directors**  
**Nominees for Director**  
**Class III—Term Expiring in 2007**

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Asbjørn Larsen  
Principal Occupation: Retired President and Chief Executive Officer of Saga Petroleum ASA, an oil and gas company  
Age: 70  
Director Since: 2001

Mr. Larsen served as President and Chief Executive Officer of Saga Petroleum ASA from January 1979 until his retirement in May 1998. He served as President of Sagapart a.s. (limited) in 1973 and from 1976 as Vice President (Economy and Finance) of Saga Petroleum. From 1966 to 1973, Mr. Larsen was a manager of the Norwegian Shipowners' Association. Mr. Larsen is currently Chairman of the Board of Belships ASA and Vice Chairman of the Board of Saga Fjordbase AS. Mr. Larsen is also a member of the Board of Selvaag Gruppen AS and of the Board of DONG Energy AS (Copenhagen) and a member of its Audit Committee.

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Joseph H. Netherland  
Principal Occupation: Chairman, FMC Technologies, Inc.  
Age: 60  
Director Since: 2001

Mr. Netherland currently serves as Chairman of the Board of FMC Technologies. Mr. Netherland served as Chief Executive Officer of FMC Technologies from 2001 to March 2007. 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 President. 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. He serves on the Boards of Directors of the American Petroleum Institute, the Petroleum Equipment Suppliers Association, Newfield Exploration Company and the National Association of Manufacturers. Mr. Netherland is also a member of the Advisory Board of the Department of Engineering at Texas A&M University.

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James R. Thompson  
Principal Occupation: Senior Chairman and Partner of the Law Firm of Winston & Strawn LLP  
Age: 70  
Director Since: 2001

Governor Thompson served as the Chairman of the Chicago law firm of Winston & Strawn LLP from January 1993 to September 2006. He joined the firm in January 1991 after serving four terms as Governor of the State of Illinois. Prior to his terms as Governor, he served as U.S. Attorney for the Northern District of Illinois from 1971-1975. Governor Thompson served as the Chief of the Department of Law Enforcement and Public Protection in the Office of the Attorney General of Illinois, as an Associate Professor at Northwestern University School of Law and as an Assistant State's Attorney of Cook County. Governor Thompson was a member of the National Commission on Terrorist Attacks Upon the United States (also known as the 9/11 Commission). He is the Chairman of the United HEREIU Public Review Board and serves on the Boards of Directors of FMC Corporation, Navigant Consulting Group, Inc. and Maximus, Inc.

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## **Directors Continuing in Office**

### **Class II—Term Expiring in 2009**

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Peter D. Kinnear  
Principal Occupation: President and Chief Executive Officer, FMC Technologies  
Age: 60  
Director Since: 2006

Mr. Kinnear has served as President and Chief Executive Officer of FMC Technologies since March 2007. Mr. Kinnear served as President and Chief Operating Officer of FMC Technologies from February 2006 to March 2007. Mr. Kinnear served as Executive Vice President of Energy Systems from 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 for FMC Technologies. Previously, 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. He serves on the Boards of Directors of Tronox Incorporated, the Petroleum Equipment Suppliers Association and the Offshore Energy Center.

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Mike R. Bowlin  
Principal Occupation: Retired Chairman of the Board of Atlantic Richfield Company, a global oil and gas exploration, production, refining and marketing company  
Age: 64  
Director Since: 2001

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 joined ARCO in 1969 and became President of ARCO Coal Company in 1985. Mr. Bowlin served as Senior Vice President, from 1987 to 1992, and President, from 1992 to 1993, of ARCO International Oil and Gas Company. Mr. Bowlin serves on the Board of Directors of Edwards Lifesciences Corporation and Horizon Health Company. Mr. Bowlin is a former Chairman of the Board of the American Petroleum Institute.

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Philip J. Burguières  
Principal Occupation: Chairman and Chief Executive Officer of EMC Holdings, LLC, an investment management company specializing in the energy industry  
Age: 63  
Director Since: 2007

Mr. Burguières has been Chairman and Chief Executive Officer of EMC Holdings, LLC since 2000. Mr. Burguières is Vice Chairman of the Houston Texans, and is Chairman Emeritus of Weatherford International. From 1981 to 1989, Mr. Burguières served as Chairman and Chief Executive Officer of Cameron Iron Works, Inc. Mr. Burguières served as Chairman, President and Chief Executive Officer of Weatherford International from 1991 to 1997. Mr. Burguières currently serves as a director of Newfield Exploration Company and JP Morgan Chase Texas.

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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: 65  
Director Since: 2001

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. He serves on the Boards of Directors of FMC Corporation, The Northern Trust Company, Cabot Microelectronics Corporation and PolyOne Corporation.

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James M. Ringler  
Principal Occupation: Retired Vice Chairman of Illinois Tool Works Inc., an international manufacturer of highly engineered components and industrial systems  
Age: 61  
Director Since: 2001

Mr. Ringler currently serves as Chairman of the Board of NCR 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. Mr. Ringler serves on the Boards of Directors of The Dow Chemical Company, Corn Products International, Inc. and Autoliv Inc.

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**Class I—Term Expiring in 2008**

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Thomas M. Hamilton  
Principal Occupation: Retired Chairman, President and Chief Executive Officer of EEX Corporation, an oil and gas exploration company  
Age: 63  
Director Since: 2001

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. Mr. Hamilton serves on the Board of Directors of TODCO.

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C. Maury Devine  
Principal Occupation: Retired President and Managing Director, ExxonMobil Norway Inc., an oil and gas exploration company  
Age: 56  
Director Since: 2005

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 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. Ms. Devine serves on the Board of Directors of Det Norske Veritas (DNV), the Washington Jesuit Academy, and the National Foreign Language Center. She is also a member of the Council on Foreign Relations.

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Richard A. Pattarozzi

Principal Occupation: Retired Vice President of Shell Oil Company a global group of oil, gas and petrochemical companies

Age: 63

Director Since: 2002

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. Mr. Pattarozzi serves on the Boards of Directors of Global Industries, Ltd., Stone Energy Corporation, Tidewater, Inc. and Superior Energy Services, Inc.

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## IV. 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 which 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 corporate governance principles adopted by the Board of Directors may be viewed on the Corporate Governance section of our website under Corporate Overview at [www.fmctechnologies.com](http://www.fmctechnologies.com) 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: Vice President, General Counsel and Secretary.

### Meetings

During 2006, the Board of Directors held five regular meetings and one special meeting. A special meeting was held to discuss Board and executive appointments. All incumbent directors attended all meetings of the Board and all meetings of Board committees on which they served. The Board of Directors has scheduled a meeting in the morning prior to the 2007 Annual Meeting of Stockholders, and the Board encourages its members to attend the Annual Meeting of Stockholders. In May 2006, eight of the nine then serving members of the Board of Directors attended the Annual Meeting of Stockholders.

### Committees of the Board of Directors

During 2006, 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 on the Corporate Governance section of our website at [www.fmctechnologies.com](http://www.fmctechnologies.com) and is also available in print to stockholders upon request submitted to our principal executive offices.

The table below provides 2006 meeting and membership information for each of the committees of the Board of Directors:

	Audit	Compensation	Nominating and Governance
2006 Meetings	5 <sup>(1)</sup>	4	2 <sup>(2)</sup>
Mike R. Bowlin		X <sup>(3)</sup>	X
C. Maury Devine	X		X
Thomas M. Hamilton	X	X	
Asbjørn Larsen	X		X
Edward J. Mooney	X <sup>(3)</sup>		
Richard A. Pattarozzi		X	X <sup>(3)</sup>
James M. Ringler	X	X	
James R. Thompson		X	X

(1) Includes one training session for Audit Committee members which focused on our accounting policies associated with pension benefit and other retirement plans.

(2) Includes one training session for Nominating and Governance Committee members which provided information regarding new disclosure regulations and other key corporate governance issues for the 2007 proxy season.

(3) 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:

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

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 selected Audit Committee meetings (four such sessions were held in 2006).

The Board of Directors has determined that all of the members of the Audit Committee (C. Maury Devine, Thomas M. Hamilton, Asbjørn Larsen, Edward J. Mooney and 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 are:

- ensuring that a succession plan for the Chief Executive Officer is in place;
- approving the compensation for the Chief Executive Officer;
- reviewing and approving compensation policies and practices for other executive officers including their annual salaries;
- reviewing and approving major changes in employee benefit plans;
- reviewing short and long-term incentive plans and equity grants; and
- reviewing the Compensation Discussion and Analysis to be included in our annual report or proxy statement and, if appropriate, issuing its report recommending to the Board of Directors its inclusion in our annual report or proxy statement.

The Compensation Committee annually reviews executive pay, peer group practices and performance 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 Hewitt Associates, an independent consultant retained by the Compensation Committee. Hewitt Associates is a nationally recognized executive compensation consulting firm which has served as a compensation consultant for us for the past five years. Beginning in

2006, Hewitt Associates was retained directly by the Compensation Committee. A group of peer companies is selected by our management and approved by the Compensation Committee. 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. Hewitt Associates 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 Hewitt Associates 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. For 2006, the Compensation Committee's engagement agreement with Hewitt Associates 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.

Based on the survey market data provided by Hewitt Associates, 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 to approximate the market allocation identified in Hewitt's survey results.

The Compensation Committee also annually reviews director compensation to ensure that the amount of compensation provided to directors is within appropriate parameters. The Compensation Committee reviews director compensation survey data supplied by Hewitt Associates. The companies included within the survey are selected by our 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-management directors. Joseph H. Netherland, our Chairman and Chief Executive Officer in 2006, and Peter D. Kinnear, our President and Chief Operating Officer in 2006, were the only executive officers whose compensation is disclosed in the Summary Compensation Table in this Proxy Statement ("named executive officers") who participated in the compensation decisions for other named executive officers. Mr. Kinnear was involved in compensation recommendations for John T. Grep, Vice President Energy Systems, and Charles H. Cannon, Jr., Senior Vice President FoodTech and Airport Systems, who reported to Mr. Kinnear during 2006. Mr. Netherland was involved in compensation recommendations for Mr. Kinnear and William H. Schumann III, our Chief Financial Officer. Neither Mr. Netherland nor Mr. Kinnear has 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 Human Resources, working with Hewitt Associates, provided compensation recommendations for the Compensation Committee's review. These recommendations were also provided to Mr. Netherland prior to the Compensation Committee meeting when the recommendations were discussed. Mr. Schumann and our Chief Accounting Officer also provide the Compensation Committee with information related to our financial performance against our objectives and our peer companies' financial performance. This information is used by the Compensation Committee to help set targets and ratings associated with incentive compensation awards and select appropriate structures for performance-based restricted stock awards.

## **Nominating and Governance Committee**

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

- 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;
- making recommendations to the Board of Directors from time to time regarding matters of corporate governance;
- reviewing our ethics policy; and
- reporting annually to the Board of Directors the Committee's assessment of the performance of the Board of Directors and its committees.

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, our 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 2008 Annual Meeting, please refer to the timing requirements specified in the section of this Proxy Statement entitled "Proposals for the 2008 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 the 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-management 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-management 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. We did not pay any fees to a third party to identify or evaluate or assist in identifying or evaluating potential board candidates in 2006.



## 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 21, 2007 meeting. Nine of our eleven directors (including two of the three nominees presently standing for re-election) are non-management directors. The Nominating and Governance Committee reviewed all of the commercial transactions, relationships and arrangements between us and our subsidiaries, affiliates and executive officers with companies with whom the eight non-management directors serving in 2006 are affiliated or employed. The transactions, relationships and arrangements reviewed by the Committee consisted of the following:

- Edward J. Mooney and James R. Thompson are members 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, a tax sharing 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 Company and serves as a member of that Board's audit and compensation committees. Northern Trust serves as trustee for the Company's Pension Plan and provides administrative services related to the plan. Northern Trust also is a member of the syndicate of lenders providing financing to us.
- Thomas M. Hamilton serves as a trustee of Capital University. We matched a charitable contribution made to Capital University by Mr. Hamilton under our matching gift program available to all of our employees and directors.
- Mr. Hamilton's spouse served as the president and director of the NAMI Metropolitan Houston Walk. We made a contribution to this charitable program.
- Richard A. Pattarozzi is secretary and trustee of the National D-Day Museum Foundation. We matched a charitable contribution made to this foundation by Mr. Pattarozzi under our matching gift program.

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-management 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 its non-management members serving in 2006, Mike R. Bowlin, C. Maury Devine, Thomas M. Hamilton, Asbjørn Larsen, Edward J. Mooney, Richard A. Pattarozzi, James M. Ringler and James R. Thompson, satisfies the independence criteria set forth in the corporate governance listing standards of the New York Stock Exchange. Joseph H. Netherland, as the former Chief Executive Officer and President of FMC Technologies, may not be considered independent under the New York Stock Exchange corporate governance listing standards until three years after his retirement as an executive officer of the Company. 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. The Board did not make an independence assessment of Philip J. Burguières since his appointment did not occur until the Board of Directors meeting in February 2007 following the Nominating and Governance Committee's assessment. We are not aware of any existing relationships which would impact Mr. Burguières' independence.

## **Executive Sessions of Independent Directors**

The Board of Directors holds executive sessions of only its non-management directors after regularly scheduled Board of Directors meetings. Mr. Bowlin, the Chair of the Compensation Committee, has been selected by the Board of Directors to continue to serve as the presiding chairperson, or presiding non-management director, for these executive sessions during 2007.

Stockholders and other interested parties may communicate directly with the Board of Directors, with the presiding non-management director for an upcoming meeting or the non-management directors as a group by submitting written correspondence c/o Presiding Non-Management Director, FMC Technologies, Inc., 1803 Gears Road, Houston, Texas 77067. The presiding non-management director will review any such communication at the next regularly scheduled Board meeting unless, in his or her judgment, earlier communication to the full Board is warranted.

## **Director Compensation**

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

For 2006, each non-management director received an annual retainer of \$45,000. Each director received at least \$25,000 of this annual retainer in the form of restricted stock units and was able to elect to receive the remainder in cash, payable in quarterly installments. Each director also had the option of deferring the cash portion of the annual retainer and receiving it in the form of restricted stock units. These restricted stock units had a fair market value equal to the deferred amount of the annual retainer on the date of the grant and vest on the date of the 2007 Annual Meeting. The amount of this annual retainer is allocated among fees earned or paid in cash (column (b)) and stock awards (column (c)) in the table below based upon the election made by each director.

We also make an annual non-retainer equity grant to our non-management directors of restricted stock or restricted stock units of equivalent value. For 2006, we awarded each of our non-management directors restricted stock units on May 1, 2006 with a value of \$85,000, which is included in the amount contained in column (c) of the table below. These awards will not vest until May 4, 2007, the date of the 2007 Annual Meeting.

We have ownership requirements for our non-management directors that are based on a multiple of five times the amount of each director's annual retainer. Our non-management directors are also required to hold the restricted stock units they elect to receive from the annual retainer and the annual non-retainer equity grants they are awarded until after they complete their service on our Board. 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. The term "change in control" under the Incentive Compensation Plan has the same definition as is detailed under "Potential Payments upon Termination or Change in Control" below.

Fees earned or paid (column (b)) in the table below also includes cash remuneration in the amount of \$1,750 for each Board of Directors meeting attended and \$2,000 for each Board of Directors committee meeting attended. The chairs of the Compensation Committee and the Nominating and Governance Committee received an additional fee of \$8,000, and the chair of the Audit Committee

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received an additional fee of \$12,000 during 2006, which are also included in column (b). Each non-management 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, paid to 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 2006. Mr. Netherland and Mr. Kinnear, our employees who served on the Board of Directors during 2006, did not receive additional compensation for their service as directors.

**Director Compensation Table**

Name <sup>(1)</sup>	Fees Earned or Paid in Cash (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(3)</sup>	Option Awards (\$) <sup>(4)</sup>	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (\$) <sup>(5)</sup>	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Mike R. Bowlin	30,750	123,381	0	0	0	7,500	161,631
C. Maury Devine	42,750	118,839	0	0	0	116	161,705
Thomas M. Hamilton	26,750	123,381	0	0	0	16,277	166,408
Asbjørn Larsen	22,750	123,381	0	0	0	—	146,131
Edward J. Mooney	50,750	105,053	0	0	0	21,404	177,207
Richard A. Pattarozzi	48,750	105,053	0	0	0	9,092	162,895
James M. Ringle	26,750	123,381	0	0	0	27,057	177,188
James R. Thompson	40,750	105,053	0	0	0	6,559	152,362

- (1) Joseph H. Netherland, our Chairman and Chief Executive Officer during 2006, and Peter D. Kinnear, our President and Chief Operating Officer during 2006, are not included in the table as they were employees of the Company during 2006 and did not receive compensation for their services as directors. Mr. Kinnear became a director in May 2006. The compensation paid to Mr. Netherland and Mr. Kinnear is shown in the Summary Compensation Table.
- (2) Includes the amount of any cash portion of the director's annual retainer each director elected to receive, fees paid for attendance at Board of Director and committee meetings and additional fees paid to the chairman of each board committee.
- (3) Restricted stock unit grants were made on May 1, 2006 and valued at \$55.71 per share, the closing price of our Common Stock on May 1, 2006, reflecting an aggregate grant date fair value for all of our non-management directors of \$960,218. The value of the restricted stock unit grants reported in the table for 2006 is the expense recognized in 2006 calculated in accordance with SFAS 123R. See our Annual Report on Form 10-K for the year ended December 31, 2006 filed with the Securities and Exchange Commission on March 1, 2007 for a complete description of the SFAS 123R valuation. The number of the aggregate outstanding restricted stock units held by each of our non-management directors on December 31, 2006, was: Mr. Bowlin, 22,722; Ms. Devine, 4,779; Mr. Hamilton, 23,896; Mr. Larsen, 32,310; Mr. Mooney, 19,877; Mr. Pattarozzi, 15,137; Mr. Ringle, 22,722; and Governor Thompson, 29,999. Dividends will not be paid on any of the restricted stock units unless we pay dividends on our Common Stock.
- (4) We did not grant options to any director in 2006. Mr. Larsen held options to purchase 5,425 shares at December 31, 2006. No other directors held options at such date.
- (5) Includes reimbursed travel costs associated with the accompaniment of the director's spouse for travel to our Board of Directors meeting outside of the United States in those cases where the aggregate amount of these perquisites for a director exceeded \$10,000. Also includes federal income tax gross-ups related to such travel expenses and charitable contributions made in the name of directors by us pursuant to the matching gift program available to all of our employees and directors. Pursuant to this program, we match 100% 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 following amounts represented federal income tax gross-ups provided to directors and matching charitable contributions for the fiscal year ended December 31, 2006, which are included in the amount set forth in column (g):

Director	Income Tax Gross-Ups (\$)	Matching Charitable Contributions (\$)
Mike R. Bowlin	0	7,500
C. Maury Devine	116	0
Thomas M. Hamilton	3,777	10,500
Edward J. Mooney	8,754	0
Richard A. Pattarozzi	2,892	6,200
James M. Ringle	8,739	4,000
James R. Thompson	6,559	0

Based upon an analysis of market compensation for directors with peer companies in the oilfield services industry by Hewitt Associates, our Board of Directors approved the recommendation of our Compensation Committee to adjust non-management director compensation for 2007. Effective January 1, 2007, the annual retainer was increased to \$50,000 (\$25,000 of which must be taken in restricted stock units) from \$45,000, the fee paid to the chairman of the Compensation Committee was increased to \$10,000 from \$8,000 annually and the targeted value of the non-retainer equity grants for our non-management directors was increased to \$120,000 from the 2006 level of \$85,000.

Each director will continue to be able to receive at least \$25,000 of the annual retainer in restricted stock units and may elect to receive the remainder in cash, payable in quarterly installments. Each director will continue to have the option of deferring the cash portion of the annual retainer and receiving it in the form of restricted stock units.

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 2006, the members of the Compensation Committee of the Board were Messrs. Bowlin, Hamilton, Pattarozzi, Ringler and Thompson, none of whom has ever been an officer or employee of FMC Technologies or any of its subsidiaries. None of our executive officers 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 our Board of Directors.

### **V. Transactions with Related Persons**

During 2006, 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 2006:

- (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 employee and director of ours 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 employee's or director's home.

Under the Code of Business Conduct and Ethics, any personal activities or interests of 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 such employee or director, or the decisions or action of such employee or director, 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 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 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 2006.

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, or compete with us, directly or indirectly. If such an opportunity is offered to the Board of Directors, and the Board rejects the opportunity, then the employee or director is no longer prohibited by us from taking advantage of the opportunity.

Our Code of Business Conduct and Ethics may be reviewed on the Corporate Governance section of our website at [www.fmctechnologies.com](http://www.fmctechnologies.com). 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.

## VI. Security Ownership of FMC Technologies Management Ownership

The following table shows, as of February 1, 2007, 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 by including an asterisk in the Percent of Class column in the table below.

Name	Beneficial Ownership on February 1, 2007 Common Stock of FMC Technologies	Percent of Class <sup>(1)</sup>
Mike R. Bowlin <sup>(2)</sup>	36,972	*
Philip J. Burguieres <sup>(2)</sup>	11,000	*
Charles H. Cannon, Jr. <sup>(3)</sup>	115,155	*
C. Maury Devine <sup>(2)</sup>	4,779	*
John T. Grep <sup>(3)</sup>	87,243	*
Thomas M. Hamilton <sup>(2)(4)</sup>	29,896	*
Peter D. Kinnear <sup>(3)</sup>	166,408	*
Asbjørn Larsen <sup>(2)</sup>	40,217	*
Edward J. Mooney <sup>(2)</sup>	19,877	*
Joseph H. Netherland <sup>(3)</sup>	406,661	*
Richard A. Pattarozzi <sup>(2)</sup>	15,137	*
James M. Ringler <sup>(2)</sup>	27,722	*
William H. Schumann, III <sup>(3)</sup>	175,937	*
James R. Thompson <sup>(2)</sup>	30,999	*
All directors and executive officers as a group (19 persons) <sup>(2)(3)</sup>	1,513,991	2.19%

- (1) Percentages are calculated on the basis of the number of outstanding shares (exclusive of treasury shares) plus shares deemed outstanding pursuant to Rule 13d-3(d)(1) under the Securities Exchange Act of 1934 as of February 1, 2007. An asterisk in this column indicates that the individual's beneficial ownership is less than one percent of FMC Technologies' outstanding Common Stock.
- (2) Includes shares owned by the individual and shares subject to options granted and restricted stock units credited to individual accounts of non-management directors under the Incentive Compensation Plan (see "Information about the Board of Directors-Director Compensation"). As of February 1, 2007, the number of shares subject to options granted and restricted stock units credited to non-management directors under the Incentive Compensation Plan were as follows: Mr. Bowlin, 22,722; Ms. Devine, 4,779; Mr. Hamilton, 23,896; Mr. Larsen, 37,735; Mr. Mooney, 19,877; Mr. Pattarozzi, 15,137; Mr. Ringler, 22,722; and Governor Thompson, 29,999. These directors have no power to vote or dispose of shares underlying the restricted stock units until they are distributed upon the cessation of their service on the Board of Directors. Until such distribution, these directors have an unsecured claim against us for such units. Since Mr. Burguieres service on the Board did not begin until after February 1, 2007, he had not yet received shares as a result of compensation as a director at that date.
- (3) Includes: (i) shares owned by the individual; (ii) shares held by the FMC Technologies, Inc. Savings and Investment Plan (the "Qualified Savings Plan") for the account of the individual and the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan (the "Non-Qualified Savings Plan") for the benefit of the individual; and (iii) shares subject to options that are exercisable within 60 days of February 1, 2007 and restricted stock shares that will vest within 60 days of February 1, 2007. The shares included in item (iii) in the aggregate amount to 310,400 shares for Mr. Netherland; 130,206 shares for Mr. Schumann; 135,100 shares for Mr. Kinnear; 101,500 shares for Mr. Cannon; 78,968 shares for Mr. Grep; and 1,148,788 shares for all directors and executive officers as a group.
- (4) Includes 6,000 shares held by the Tom and Carolyn Hamilton Family Foundation of which Mr. Hamilton is a director and an officer and shares voting and investment power with Mrs. Hamilton.

## Other Security Ownership

The table below lists the persons known by us to beneficially own more than five percent of the Common Stock as of December 31, 2006:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class <sup>(1)</sup>
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	7,669,236 shares <sup>(2)</sup>	11.04%
Columbia Wanger Asset Management, L.P. 227 West Monroe Street Suite 3000 Chicago, IL 60606	4,824,200 shares <sup>(3)</sup>	6.95%
Capital Research and Management Company 333 South Hope Street Los Angeles, CA 90071	3,727,200 shares <sup>(4)</sup>	5.37%

- (1) Percentages are calculated on the basis of the amount of outstanding shares (exclusive of treasury shares) plus shares deemed outstanding pursuant to Rule 13d-3(d)(1) under the Securities Exchange Act of 1934 as of December 31, 2006.
- (2) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2007 believed to be reliable, T.Rowe Price Associates, Inc. reported sole voting power over 1,769,081 of such shares and sole dispositive power over all such shares of Common Stock as of December 31, 2006. These securities are owned by various individual and institutional investors for which T. Rowe Price Associates, Inc. serves as investment adviser. T. Rowe Price Associates, Inc. expressly disclaims beneficial ownership of these securities.
- (3) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on January 10, 2007 believed to be reliable, Columbia Wanger Asset Management, L.P. and WAM Acquisition GP, Inc. jointly reported shared voting and dispositive power over all such shares of Common Stock as of December 31, 2006.
- (4) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 10, 2007 believed to be reliable, Capital Research and Management Company reported sole dispositive power over all such shares of Common Stock as of December 31, 2006.

## VII. Executive Compensation

### Compensation Discussion and Analysis

This section provides information regarding the compensation program in place for our principal executive officer, our principal financial officer and our other three most highly compensated executive officers for 2006. It includes information regarding, among other things, the overall objectives of our executive compensation program and each element of compensation we provide.

#### General Principles

We design, manufacture and service technologically sophisticated machinery and systems for international markets in the energy, food processing and air transportation industries. We believe the compensation programs we use for our executive management must be tailored to attract, motivate and retain executives who possess the talent and drive to generate superior operational performance in our businesses and create an environment that fosters the technological innovation we believe is necessary for continued growth in our revenue, earnings and shareholder returns. As a result, our compensation philosophy links an executive's total earnings opportunity with our short term and long term performance, based on the achievement of financial targets established by the Compensation Committee of our Board of Directors, as well as the executive's performance against specific individual objectives. Our ability to develop and retain successful executive managers for long periods of

employment has helped us avoid the compensation costs often associated with recruiting experienced management talent outside of our company. Our executive officers do not have employment contracts and serve at the discretion of the Board of Directors.

The core principles underlying our executive compensation philosophy are:

- Compensation opportunities are competitive—potential compensation for executives will be targeted at median levels paid at comparable peer companies with whom we would likely compete for executive talent in order to attract, motivate and retain skilled managerial talent over the long term;
- Executive compensation is performance-based—a portion of an executive's compensation is directly linked to achievement of specific individual and corporate results that we believe create shareholder value;
- Equity compensation represents a significant portion of executive compensation—at risk equity compensation in the form of stock options, time-based restricted stock grants, and performance-based restricted stock grants, along with stock ownership and retention guidelines, align executive and shareholder interests and provide proper motivation for enhancing both short term and long term shareholder value; and
- Compensation rewards internal talent development—a portion of executive compensation is tied to recruitment and development of future executive talent.

### Long Tenured Management Team and Internal Development

Our named executive officers are individuals who have devoted the bulk of their professional careers to FMC Technologies and our predecessor. With tenure averaging 27 years, our executive management team has a long-term, personal and financial interest in our success. We are strong advocates of promoting from within and developing our own talent. We believe our ability to develop and retain executive management talent is a strong component of our business success.

Our Energy Systems business, participating in the oilfield equipment and services industry, has generated the largest component of our consolidated revenue growth since our formation. This industry has experienced dramatic growth within the past few years primarily as a result of increasing oil and gas exploration and production. The success of the businesses that we operate in these markets make our executive managers attractive to our competitors, and we believe our compensation and benefit programs must remain competitive to ensure retention of our executive talent. The following table shows the revenue growth of our business segments since our inception.

	Revenue (\$)		Percentage Growth Over Five Year Period
	2001	2006	
Energy Production Systems	673,000,000	2,249,000,000	234%
Energy Processing Systems	400,000,000	672,000,000	68%
Energy Systems (Total)	1,073,000,000	2,921,000,000	172%
FoodTech	488,000,000	533,000,000	9%
Airport Systems	300,000,000	344,000,000	15%
Total Company (net of intercompany eliminations)	1,850,000,000	3,791,000,000	105%



## Glossary of Terms

In order to facilitate reading of our Compensation Discussion and Analysis, certain terms used frequently in this discussion are defined below.

“Annual Non-Equity Incentive Bonus”—cash compensation paid to bonus-eligible employees in February of each year that is contingent upon performance with respect to predetermined corporate financial targets and achievement by individual employees of their objectives established at the beginning of the prior year.

“Base Salary” or “Base Pay”—the compensation paid on a monthly, bi-weekly or weekly basis to our salaried employees, the amount of which is fixed on an annual basis and depends upon the job grade and performance of the employee.

“EBITDA”—Income from continuing operations as defined by U.S. GAAP (Generally Accepted Accounting Principles) before interest, taxes, depreciation and amortization.

“Equity Compensation Awards”—restricted stock, stock options, and other forms of our equity securities that may be issued under the Incentive Compensation Plan.

“Incentive Compensation Plan”—the FMC Technologies, Inc. Incentive Compensation and Stock Plan adopted in 1999, as amended to date, pursuant to which we grant equity compensation and non-equity incentive bonus awards to our employees.

“IRS”—the United States Internal Revenue Service.

“Named Executive Officers”—our Chief Executive Officer, Chief Financial Officer and three other most highly compensated Executive Officers during the most recently completed fiscal year.

“Net Contribution”—the amount by which after tax operating income of a business exceeds a return on capital employed in the business.

“Non-Qualified Pension Plan”—the FMC Technologies, Inc. Salaried Employees Equivalent Retirement Plan, which provides the same defined benefit to all of our U.S. based non-union employees with minimum service of five years for compensation in excess of IRS limits on the amount of compensation eligible for benefits under our tax-qualified Pension Plan.

“Non-Qualified Savings Plan”—the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan, which allows employees to continue to participate in a savings plan on a pre-tax basis and receive the same match by us after they have met the IRS limits for qualified savings plans (including the Qualified Savings Plan). The portfolio of investment choices is similar to those for the Qualified Savings Plan. We match employee contributions up to 5% of base pay and non-equity incentive bonus.

“Pension Plan”—the FMC Technologies, Inc. Employees Retirement Program, which is an IRS qualified non-contributory defined benefit retirement benefit program offered to all of our U.S. based non-union employees once they have met the minimum service requirement of five years. Benefit payments for our executive officers vary depending on years of employment, age at retirement and base pay and non-equity incentive bonus compensation received prior to retirement.

“Qualified Savings Plan”—the FMC Technologies, Inc. Savings and Investment Plan, which is an IRS qualified retirement savings and investment plan offered to all our employees allowing them to contribute a portion (up to the appropriate IRS limit) of their base pay and annual non-equity incentive bonus on a pre-tax basis across a portfolio of investment choices. We match employee contributions up to 5% of base pay and non-equity incentive bonus up to IRS limitations.

“Restricted Stock Grants”—equity awards in the form of shares of our Common Stock, which are subject to time-based and/or performance-based vesting requirements before full ownership rights may be exercised by the recipient.

“Stock Options”—equity awards in the form of rights to acquire shares of our Common Stock upon payment of an exercise price established on the date of grant which are subject to time-based vesting requirements before full ownership rights may be exercised by the recipient.

“Total Compensation”—the entire compensation package provided to an employee which, for named executive officers, includes base salary, annual non-equity incentive bonus, equity compensation and perquisites.

### **Allocation of Pay Between Short and Long Term**

We believe our compensation programs are designed in a manner that provides incentives to our executive officers to achieve short- and long-term operating and strategic objectives. To foster a longer term view (i.e., longer than twelve months), our compensation programs are weighted toward longer term incentives in the form of equity incentive compensation with a three- or four-year vesting requirement and a variable performance-based component. Although these equity compensation incentives deliver a competitive economic value on the date of grant, their ultimate value to an executive will depend upon the market value of the equity after the end of the vesting period. That value will be largely dependent upon our performance and market dynamics.

### **Establishing Competitive Pay Levels**

The Compensation Committee annually reviews executive pay, peer group practices and our performance to ensure our total compensation program design is consistent with our compensation philosophies and that overall compensation is within appropriate parameters. Based on this review, the Compensation Committee concluded the total compensation paid to our named executive officers for 2006 is appropriate and reasonable.

In determining compensation levels for our executive officers, the Compensation Committee reviews compensation survey data supplied by Hewitt Associates, the independent consultant retained by the Compensation Committee. The companies in the Hewitt survey are selected by our management and approved by the Compensation Committee for peer group comparison. This peer group consists of 24 industrial companies listed below and includes a subset of eight oilfield services companies with which our energy businesses directly compete for talent. 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 revenues and market capitalization of each company, as well as products and markets served, to determine whether it is appropriate to include the company in the peer group.

Ameron International Corporation  
Baker Hughes Incorporated \*  
BJ Services Company \*  
BorgWarner Inc.  
Cameron International Corporation \*  
Cooper Industries, Ltd.  
Cummins, Inc.  
Dover Corporation  
Eaton Corporation  
Federal-Mogul Corporation  
Foster Wheeler Ltd.  
Halliburton Company \*

Ingersoll-Rand Company Limited  
Lennox International Inc.  
McDermott International, Inc.  
Milacron Inc.  
National Oilwell Varco, Inc. \*  
Schlumberger Limited \*  
Smith International Inc. \*  
Snap-On Incorporated  
Stewart & Stevenson, Inc.  
Trinity Industries, Inc.  
Weatherford International Ltd. \*  
The Williams Companies, Inc.

\* These companies comprise the oil field services subset.

Although the companies included in the survey may vary in revenue size and market capitalization, the survey utilizes regression analysis to develop size-adjusted values for each element of compensation. Additionally, for equity based compensation, Hewitt Associates uses Black-Scholes based options models to value stock options and other equity-based compensation.

Based on the survey market data provided by Hewitt, the Compensation Committee reviews the appropriateness of each executive officer's base pay, annual non-equity incentive bonus, and annual equity award. The Compensation Committee allocates total annual compensation to our executives among the various elements of short term cash (base pay and annual non-equity incentive bonus) and long term (equity awards) compensation to approximate the market allocation identified in the consultant's survey results.

For 2006, Hewitt's compensation survey indicated that 27% of target annual compensation was base pay, 18% was annual non-equity incentive bonus, and 55% was allocated to long-term incentives (both cash and equity incentives) among the surveyed companies. The target compensation of our named executive officers in 2006 was 28% base pay, 18% annual non-equity incentive bonus and 54% equity compensation. The actual compensation for our named executive officers in 2006 was influenced by our financial results, which resulted in significantly higher annual non-equity incentive bonuses than target. Consistent with our compensation philosophy, most of the compensation paid to the named executive officers in 2006 was variable or "at risk" (82%).

When making compensation comparisons between our executive officers and the market data, we use either the 24 industrial companies or the eight oilfield services companies as the appropriate reference point depending on the responsibilities of the particular executive officer. Messrs. Netherland, Kinnear, Grempe and Schumann are compared against the oilfield services group. Mr. Cannon is compared to the larger group of 24 industrial companies.

#### **Cash Pay Elements—Base Pay**

The cash pay elements our executives receive include a base salary and an opportunity to earn an annual non-equity incentive bonus. We target our executive base pay and annual non-equity incentive bonus opportunities at the 50<sup>th</sup> percentile of our comparison group of peer companies.

For base salary, the survey's median base pay value for comparable employees is used to set the midpoint for each salary grade within our compensation program. Each salary grade range sets minimum pay at 75% of the midpoint and maximum pay at 125% of the midpoint. The range is delineated into performance sections such that an individual's base pay should be at the point in the range corresponding to his or her current level of performance. There are four levels of performance in our "pay for performance" system: Needs Improvement, Good, Outstanding and Exceptional.

Annually, each executive officer's performance is evaluated by the executive's immediate supervisor against objectives. These performance objectives may, in part, be subjective and include acquisitions or divestitures, safety performance, achieving recruiting targets, building management depth, technology innovations and improving market positions through profitable growth and new product introductions. A performance rating is established based on performance against the objectives and a merit base salary increase is planned based on the executive's current position in the performance range. Merit increase guidelines are established annually for all employees, including the executive officers, based on annual market surveys.

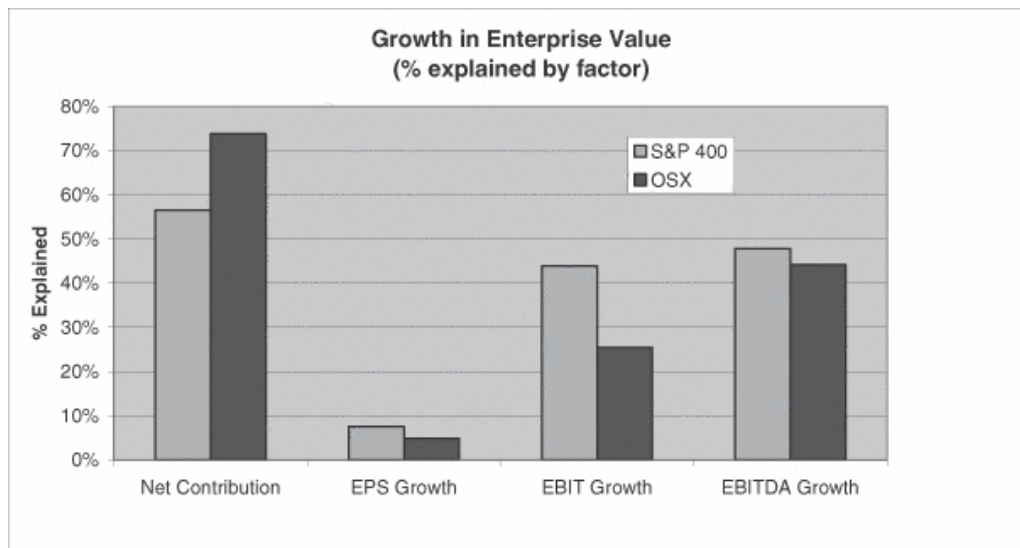
#### **Cash Pay Elements—Annual Non-Equity Incentive Bonus**

The annual non-equity incentive bonus plan is a variable cash-based incentive plan designed to focus management on performance factors important to the continued success of their business unit and our

overall performance. Annual non-equity incentive bonus percentages range from 24% to 110%, which are generally a function of salary grade. The annual non-equity incentive bonus opportunity is weighted primarily toward business performance (70%), which we call BPI, and individual performance (30%), which we call API. The annual non-equity incentive bonuses paid to our named executive officers in 2006 appear in column (g), "Non-Equity Incentive Plan Compensation," in the Summary Compensation Table.

The Compensation Committee establishes BPI targets on measures we believe correlate highly to shareholder returns. A range of realistic results for these measures are established along a 0.0 to 3.0 continuum. This decision is made annually by the Compensation Committee at the February meeting. In 2006, these measures were EBITDA growth and Net Contribution. For instance, we established one value for a targeted EBITDA growth at 1.0. If actual EBITDA growth results are less than the target, the BPI multiple will be between 0.0 and 1.0. If our results exceed the target, the BPI multiple will be between 1.0 and 3.0. The resulting BPI multiple is multiplied by the non-equity incentive bonus percentage to determine non-equity incentive bonus payout.

We conducted an internal study in 2002 using data obtained from Standard & Poor's Compustat Data Services that identified these two financial performance measures as highly correlated to enterprise value growth and total shareholder return. As shown in the chart below, net contribution (estimated by ROI growth and capital employed growth), and EBITDA growth account for the highest percentage of growth in overall enterprise value in both the S&P MIDCAP 400 and in the PHLX Oil Service Sector<sup>SM</sup> Index (OSX).



Based on five rolling periods of ten year data ending between 1997 and 2001

We measure EBITDA growth as the annual growth in earnings before interest, taxes, depreciation and amortization. Our measurement of Net Contribution for performance purposes is net income plus after tax-interest expense minus a 10.5% charge for average capital employed (debt plus equity). Both of these measures are adjusted for the cumulative effect of changes in accounting principles, significant acquisitions and divestitures and foreign exchanges movements. In 2006, our 1.0 BPI target for annual

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EBITDA growth was 28% above 2005 and our net contribution target was \$52.9M, an increase of 114% over 2005. Our actual performance in 2006, driven by high levels of oilfield activity, was EBITDA growth of 102.4% or 54% over target and net contribution of \$125.1M, or 136% above target. This performance was rated a 3.0 based on the scale established at the beginning of the year.

A similar exercise is performed for the API. The API rating is based on the achievement by an executive officer of both quantifiable performance objectives as well as other, less quantifiable, objectives. The API ratings range from 0.0 to 2.0.

For our named executive officers, their performance against API objectives in 2006 is highlighted in the following table.

<u>Named Executive Officer</u>	<u>2006 API Objectives Performance</u>
Joseph H. Netherland	<ul style="list-style-type: none"><li>• Active participation in implementation of executive management transition</li><li>• Grew Energy Systems revenue 28 percent with backlog reaching \$2.7 billion</li><li>• Furthered the development of subsea growth initiatives with Light Well Intervention plans, subsea separation projects and subsea gas compression</li><li>• Progressed the new product launch of the Well Service Pump</li><li>• Maintained world class safety performance</li><li>• Earnings per diluted share from continuing operations improved 62 percent over 2005</li></ul>
Peter D. Kinnear	<ul style="list-style-type: none"><li>• Executed senior management changes to align organization for continued growth</li><li>• Successfully grew subsea revenue by 26 percent and Surface Wellhead revenues by 35 percent over 2005</li><li>• Completed subsea manufacturing capacity expansions to support subsea growth</li><li>• Pursued subsea growth opportunities with separation capabilities in new project awards and bidding efforts as well as continued progress on new opportunities for Light Well Intervention contracts</li><li>• Recruited 115 new college graduates</li></ul>
William H. Schumann, III	<ul style="list-style-type: none"><li>• Sold SOFEC business yielding a gain of \$34.8 million</li><li>• Developed a plan to improve or exit a specific business unit</li><li>• Maintained Corporate Finance staff levels and expenses while effectively supporting complexity of requirements required to support revenue growth</li><li>• Managed the repurchase of 2.5 million shares of common stock</li></ul>
Charles H. Cannon, Jr.	<ul style="list-style-type: none"><li>• Secured long-term leases for the introduction of higher yielding juice extractor</li><li>• Achieved 18 percent profit improvement in FoodTech despite minimal revenue growth</li><li>• Increased revenues, profitability and backlog of the Airport Systems division</li><li>• Successfully managed profitable growth of the Airport Services business</li></ul>
John T. Grep	<ul style="list-style-type: none"><li>• Implemented management changes to accelerate development of high potential managers</li><li>• Successfully secured large subsea projects from new customer</li><li>• Grew surface wellhead capabilities through the purchase of Canadian specialty wellhead equipment producer</li><li>• Improved Western Hemisphere subsea operating margins over prior year and achieved 42 percent improvement in Surface Wellhead operating profits</li></ul>

## **Equity Compensation Practices**

The long-term element of executive compensation is equity stock awards, which provide our executive officers the opportunity to realize financial rewards if our stock price appreciates over the long term. We use the Hewitt Associates survey data noted previously to establish a value for the equity compensation granted to each of our executive officers. To determine the appropriate amount of equity based compensation awards for our executive officers we determine the size-adjusted median value of comparable equity compensation awards issued by the peer group of companies surveyed by Hewitt Associates. The grant size of restricted stock or stock options is based on the economic value of the equity being granted using the prior year's closing stock price. Although our incentive compensation program permits the Compensation Committee the flexibility to approve equity compensation awards to our executive officers in a variety of forms, these awards have consisted only of stock options and restricted stock grants since our formation. We believe the combination of time-based and performance-based incentives provides performance incentives consistent with our shareholders' interests and serves as an effective retention vehicle for our named executive officers.

Equity awards have vesting periods of three or four years. The grant date of the annual equity awards is the date of the annual Compensation Committee meeting in February. Key manager restricted stock awards have been granted on the first day of the month following the month in which the Compensation Committee met and granted the award. As long as an executive remains employed through the normal retirement age of 62, any unvested equity awards remain outstanding after retirement and vest on the scheduled vesting date. Retirements prior to age 62 result in the forfeiture of unvested awards.

By providing our executive officers with compensation in the form of equity awards, we ensure that a significant portion of total compensation remains at risk and is tied to the creation of stockholder value. Since the end of 2001, our share price growth has averaged 30% annually. We believe that the stock valuations shown in the Outstanding Equity Awards at Fiscal Year-End Table below and in the tables included under "Potential Payments Upon Termination or Change in Control" demonstrate that our equity compensation practices effectively align our stockholder and management interests.

## **Non-Qualified Stock Options**

With the exception of stock options issued in connection with our initial public offering in June 2001, our stock options have been issued only in February of each year, following review and approval of the grants by our Compensation Committee during the regular committee meeting established to review compensation. The exercise price for these stock options in each case was the closing price of our Common Stock on the date of the Compensation Committee meeting at which the awards were approved. The date for this committee meeting is established more than a year in advance when all Board of Director and committee meetings are scheduled. We have not issued stock options to our executive officers since 2004. The stock options issued in connection with our initial public offering were issued at the public offering price. At the time of our separation from our former parent, FMC Corporation, existing FMC Corporation stock options held by employees of FMC Corporation who became employees of FMC Technologies were converted to FMC Technologies stock options, and the number of shares exercisable under each such converted option and exercise price were adjusted to provide the holder with an equivalent market value before and after the conversion.

## **Time Based Restricted Stock Grants**

For executive officers, all restricted stock awards are subject to vesting requirements requiring an additional three or four years of service by the executive before they may vest and the executive receives ownership and voting rights. Vesting periods are utilized as a retention incentive.

## Performance Based Restricted Stock Awards

Beginning in 2006, the Compensation Committee required that one-third of the amount of the restricted stock awards for our executive officers be based on meeting certain performance criteria. Our performance-based awards link the award of restricted stock to performance targets compared to the performance of ten competitor companies in the oilfield services industries. This link puts a meaningful portion of an executive's targeted equity award at risk. The percentage of the total performance-based restricted share award an executive officer will ultimately receive will be determined at the end of the one-year measurement period and will be dependent upon our performance relative to a peer group of companies in the OSX with respect to EBITDA growth, return on investment (ROI) and total shareholder return (TSR) for that period. Effective in 2007, the Compensation Committee increased the portion of the restricted stock awards for our executive officers that are subject to performance criteria to one-half of the awards.

The amount of the performance-based restricted stock award earned can vary between 0-200% of the target award amount granted to the executive officer depending on whether our full year performance against the three measures was determined to be above average, average or below average relative to the peer group of OSX companies, with one-third of the total grant being tied to each of the three performance measures. We determine our performance for each of the three performance measures as above average if our performance exceeds the performance of the midpoint between the third and fourth ranked peer companies; average if our performance is between the midpoint of the third and fourth ranked peer companies and the midpoint between the sixth and seventh ranked peer companies; and below average if our performance is below the midpoint between the sixth and seventh ranked peer companies. For below-average performance against any of the three performance measures, an executive officer receives 0% of the one-third portion of the grant tied to such performance measures, for average performance, 100% of one-third of the grant, and for above-average performance, an executive would receive 200% of one-third of the grant. The vesting period for performance-based restricted stock awards is the same as the vesting period for time based restricted stock awards, which is three years from the grant date, meaning that although the performance period considered is one year, the awards do not vest for three years from the date of grant.

None of our executive officers have the ability to adjust the performance measures approved by the Compensation Committee or to waive any conditions established for the performance based awards once established by the Compensation Committee.

For 2006, the following table shows the measures used for our performance based restricted stock grants and our performance against each of the three performance measures. The numbers in bold type in this table designate the level of our performance for each of the three measures.

	Below Average (0% of Target Grant)	Average (100% of Target Grant)	Above Average (200% of Target Grant)	FMC Technologies Performance
EBITDA growth	<55.7%	>55.7% and <79.4%	> <b>79.4%</b>	102.4%
Return on Investment	<14.8%	> <b>14.8%</b> and < <b>25.9%</b>	>25.9%	22.9%
Total Shareholder Return	<5.6%	>5.6% and <19.6%	> <b>19.6%</b>	43.6%

As a result of our strong financial results for 2006 summarized above, our executive officers will receive 167% of the performance-based portion of the restricted stock grants awarded on February 21, 2006. The award vests on January 2, 2009. The final performance-based restricted stock award each executive officer received for 2006 are included in columns (g) and (h) of the “Outstanding Equity Awards at Fiscal Year-End Table” below.

#### **Impact of Section 162(m) of the Internal Revenue Code on Executive Compensation**

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public corporations for non-performance based compensation in excess of \$1 million paid for any fiscal year to each of the named executive officers. The Compensation Committee of our Board of Directors designs certain components of executive compensation to preserve income tax deductibility; however, it has concluded that it is not in the stockholders’ best interests to restrict the Compensation Committee’s discretion and flexibility in developing appropriate and competitive compensation and retention programs and, consequently, the Compensation Committee may approve compensation for our named executive officers that is not fully deductible for federal income tax purposes.

#### **Pension Plans**

A longer term element of compensation for our executive officers is an IRS qualified defined benefit pension plan (the “Pension Plan”) that provides income replacement retirement benefits. We believe our pension plan design is a powerful retention vehicle and that it has been a significant factor in the long tenure of our executive management team and, consequently, the depth of our management team’s experience with our businesses. The same benefit calculation formula is used for our executive officers as is used for our non-bargaining unit production personnel and administrative and technical staff. The Pension Plan is designed to provide income replacement in retirement to all of our current employees who meet the minimum service requirement of five years. The pension payment is based on “final average pay,” which is calculated for the period that includes the employee’s highest 60 consecutive months of pay in the final 120 months of service, and includes base pay and annual non-equity incentive bonus in the calculation. Eligible earnings under the provisions of the Pension Plan do not include the value of the equity grants (stock options or restricted stock awards), matching contributions to our Qualified Savings Plan, our Non-Qualified Savings Plan or perquisites.

The Pension Plan is qualified under the United States Employment Retirement Income Security Act (“ERISA”). The Internal Revenue Service limits the amount of compensation on which retirement benefits can be earned and the amounts payable by a tax qualified defined benefit pension plan.

We also have a non-qualified defined benefit pension plan (the “Non-Qualified Pension Plan”) to provide the same level of benefits for earnings above the IRS limits. The Non-Qualified Pension Plan uses the same pension calculation formula as the tax qualified Pension Plan. The benefits under this plan are our general obligations and are not protected by ERISA.

All of the members of our executive management team have significant accrued pension benefits under the pension plans as a result of their long tenure. We believe that these pension benefits are a significant reason for the long-term retention of our management team. Our executive officers as well as all other employees have been credited under our Pension Plan for their years of service with FMC Corporation, our former parent company, prior to our spin-off as a separate company in 2001.

#### **Savings Plans**

All non-union U.S. based employees, including our executives, are eligible to participate in our tax-qualified savings and investment plan (the “Qualified Savings Plan”). This plan provides an



opportunity for employees to save for retirement on both a pre-tax and after-tax basis. Employees can contribute between 2% and 20% of base pay and eligible incentives through pre-tax and after-tax contributions up to the maximum amount prescribed by law and our plan limits. We match up to the first 5% of each employee's contributions.

Our executives are also eligible to participate in a pre-tax non-qualified defined contribution plan (the "Non-Qualified Savings Plan"), which provides our executives and employees who reach contribution limits imposed by the Internal Revenue Service for the Qualified Savings Plan with the opportunity to participate in a tax advantaged savings plan comparable to the Qualified Savings Plan. The investment options offered to participants in the Non-Qualified Savings Plan are similar to those offered in our Qualified Savings Plan. Participants may elect to defer up to 100% of their base pay or annual non-equity incentive bonus into the Non-Qualified Savings Plan. We match up to the first 5% of the employee's contributions to the Non-Qualified Savings Plan.

#### **Change in Control Agreements**

We have entered into agreements with each of our executive officers that will provide them with compensation under certain circumstances in the event of a change in control in our ownership or management. See "Potential Payments upon Termination or Change in Control" for a further description of the terms and potential amounts payable under these agreements.

The benefits payable under the change in control agreements are comparable to benefits executives in similar positions at peer companies are eligible for under their change in control agreements. The competitive nature of these benefits is annually reviewed and analyzed by the Compensation Committee with the assistance of the Committee's compensation consultant, Hewitt Associates.

Based on competitive data provided by Hewitt, the Compensation Committee made the decision in 2006 to terminate all "single trigger" change in control agreements entered into with executive officers and replaced them with "double trigger" agreements. The benefits payable under a single trigger agreement are conditioned only upon a qualifying change in control. In a double trigger agreement, the benefits are only payable if, in addition to the qualifying change in control, the executive officer's position is terminated or the executive's responsibilities are significantly changed. The decision to modify these agreements was based on the Compensation Committee's assessment that the single trigger provisions were no longer a majority market place component of change in control agreements and potentially not in the best interests of our stockholders. None of our executive officers received compensation for surrendering the benefits under the single trigger agreements.

#### **Severance Benefits**

Under our executive severance plan, executive officers who lose their job through no fault of their own are entitled to receive 15 months of severance pay (limited to base pay and the executive's target annual non-equity incentive bonus), their pro-rated target annual non-equity incentive bonus through the date of termination, the continuation of medical and dental benefits for the same severance period at the employee premium rate, outplacement services, and tax preparation and financial planning assistance for the last calendar year of employment. See "Potential Payments upon Termination or Change in Control" for a further description of the terms and potential amounts payable under the executive severance plan. The availability of these severance benefits is conditioned on the executive's compliance with non-disclosure, non-compete and non-solicitation covenants. In its approval of the executive severance plan, the Board granted management with the authority to exercise its discretion with respect to the treatment of unvested options and restricted stock grants of terminated executive officers. The terms of our executive severance plan are based on the results of a

survey conducted by Hewitt Associates of 214 publicly traded companies. All of our named executive officers whose compensation is set forth in the Summary Compensation Table in this Proxy Statement are covered under this plan. Change in control agreements and severance benefits are exclusive of one another, and in no circumstances would any named executive officer receive benefits under both a change in control agreement and the executive severance plan.

### **Perquisites**

We provide limited perquisites to our executive officers in order to facilitate the performance of their managerial and external marketing roles and to ensure a competitive total compensation package. The perquisites we provide to our executives include financial counseling, tax preparation, parking fees, personal use of company vehicles, dining club memberships and country club memberships and other minor expenses associated with their business responsibilities. Our executives' use of company vehicles and dining and country club membership benefits is primarily for business related travel and entertainment. We require our executives to report personal use of company vehicles and club memberships. We also pay certain travel expenses such as air fare and meals for spouses of our executive officers when they accompany their spouses and when such expenses are considered to be related to the business purpose for the travel. During 2006, we reimbursed named executive officers for expenses associated with spouse's attendance at a Board of Directors meeting held outside the United States. We do not have a company aircraft. If a named executive officer's perquisites exceed \$10,000 in cost to us, the total amount of the perquisites provided by us to that named executive officer is included in the "All Other Compensation" column of the Summary Compensation Table in this Proxy Statement and the nature of those perquisites are described in a footnote to the table. Tax gross ups are provided on spousal travel to the Board of Directors meeting outside the United States because attendance by the executives' spouses is considered beneficial. We gross up for the taxes due on the club memberships because personal use of these clubs is generally minimal and is generally related to the business use of these facilities.

### Stock Ownership and Retention Requirements

The Compensation Committee established executive officer stock ownership guidelines when we were formed in order to ensure a continuing alignment of executive and shareholder interests. Under these guidelines, an executive officer is expected to retain ownership of shares (including restricted stock awards, 50% of the shares underlying options and shares held in the Qualified Savings Plan and the Non-Qualified Savings Plan) in an amount equal in value to a multiple of the individual's base salary and target annual non-equity incentive bonus. Upon becoming named an executive officer, an executive has five years to satisfy an increased or new retention multiple, pro-rated 20% each year. The multiple for each of the named executive officers is provided in the following table. Each named executive officer satisfies the ownership guidelines applicable to him.

<u>Named Executive Officer</u>	<u>Multiple of Base Pay and Target Non-Equity Incentive Bonus</u>
Joseph H. Netherland	5.0
Peter D. Kinnear	5.0
William H. Schumann, III	4.5
Charles H. Cannon, Jr.	4.0
John T. Grep	4.0

In 2006, our Compensation Committee adopted new stock retention guidelines requiring our executive officers to retain at least one-half of the net after-tax shares for restricted stock and stock option awards vesting after January 1, 2007 for a period of at least one year after the vesting date. The purpose of this additional policy is to impose a holding period during which our executives must retain ownership of a significant portion of vested equity compensation awards. We believe that the combination of the stock ownership guidelines and the stock retention rules focus our executives on our long term value by aligning their interests with the long-term interest of other stockholders.

## Summary Compensation Table

The following table summarizes the compensation earned by each of our named executive officers from all sources for services rendered in all of their capacities to us during the fiscal year ended December 31, 2006. Mr. Kinnear, whose title in the table reflects the executive offices he assumed on February 27, 2006, became our Chief Executive Officer and President on March 15, 2007.

Name and Principal Position in 2006	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) <sup>(2)</sup>	All Other Compensation (\$) <sup>(3)</sup>	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
JOSEPH H. NETHERLAND Chairman of the Board and Chief Executive Officer	2006	918,677	0	3,288,365	305,392	2,500,000	3,334,624	168,297	10,515,355
PETER D. KINNEAR President and Chief Operating Officer	2006	513,167	0	1,108,300	90,913	962,181	1,553,058	79,528	4,307,147
WILLIAM H. SCHUMANN, III Senior Vice President and Chief Financial Officer	2006	523,022	0	841,406	81,630	755,085	649,932	89,629	2,940,704
CHARLES H. CANNON, JR. Senior Vice President	2006	429,557	0	591,327	56,021	591,929	441,806	76,669	2,187,309
JOHN T. GREMP Vice President	2006	348,063	0	630,625	39,695	541,029	587,485	65,291	2,212,188

(1) The amounts in columns (e) and (f) reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with SFAS 123(R) of stock-based awards pursuant to the Incentive Compensation Plan and as a result may include amounts from awards granted in and prior to 2006. Assumptions used in the calculation of these amounts are included in note (11) to our audited consolidated financial statements for the fiscal year ended December 31, 2006 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2007. These amounts are amortized over the vesting period of the grants which approximate three years. Mr. Netherland's restricted stock granted in 2006 will vest in January 2009 in accordance with its vesting schedule. However, this award is being amortized for SFAS 123R expense purposes over approximately 2.6 years or until he reaches age 62. The Incentive Compensation plan allows for individuals to retain unvested shares upon retirement at age 62 or older.

(2) The amounts in column (h) reflect the actuarial increase in the present value of the named executive officer's benefits at the first retirement date with unreduced benefits (age 62) under all of our pension plans. These amounts are determined using interest rates and mortality rate assumptions consistent with those used in our financial statements. All nonqualified deferred compensation earnings are market-based investment earnings and therefore are not included in this column.

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(3) The amounts reflected in column (i) reflect for each named executive officer:

Perquisites (\$)	Joseph H. Netherland	Peter D. Kinnear	William H. Schumann, III	Charles H. Cannon, Jr.	John T. Grep
Personal Use of Club Memberships*	7,015	3,255	0	0	8,501
Financial Planning & Personal Tax Assistance**	17,775	8,575	13,195	12,075	11,325
Personal Use of Automobiles***	9,221	6,964	0	0	4,747
Spousal Expenses for Board Meeting outside the U.S.****	3,669	3,643	10,865	10,864	3,417
Parking	0	0	4,500	4,500	0
Other*****	1,387	0	1,099	927	0
<b>Total Perquisites</b>	<b>39,067</b>	<b>22,437</b>	<b>29,659</b>	<b>28,366</b>	<b>27,990</b>

\* Our cost for each club membership utilized by a named executive officer equals the amount of the annual dues we pay for such membership multiplied by a fraction, the numerator of which is the number of days on which the club is used by the named executive officer primarily for non-business purposes, and the denominator of which is the total days on which the club is used for any purpose.

\*\* Our cost for financial planning and personal tax assistance includes the fees we pay to third party financial planning and tax advisors for service provided to our named executive officers, a portion of which is an annual retainer fee allocated to the individual officers on a pro rata basis. Other fees are specifically allocated to the individual named executive officers receiving the services to which such fees relate.

\*\*\* Our cost for personal use of automobiles utilized by each named executive officer is calculated by multiplying our estimate of the incremental annual cost of each executive officer's vehicle by the executive officer's reported proportionate use for personal purposes.

\*\*\*\* Spousal expenses for Board of Director meeting outside the U.S. consist of the amounts we paid for air fare and related incremental travel costs for each named executive officer's spouse.

\*\*\*\*\* Includes reimbursed personal expenses for entertainment, travel and meals and reimbursed spousal travel expenses.

Other Compensation (\$)	Joseph H. Netherland	Peter D. Kinnear	William H. Schumann, III	Charles H. Cannon, Jr.	John T. Grep
Life Insurance	11,607	5,101	5,093	2,292	1,769
Matching Contributions to Qualified Savings Plan and Non-Qualified Savings Plan	112,996	48,729	47,798	38,933	30,515
Income Tax Gross-Ups	4,627	3,261	7,079	7,078	5,017

None of the named executive officers are parties to written or oral employment contracts with us. Accordingly, they remain employed at our will. For a description of the material terms of their compensation arrangements, which include base salary, annual non-equity incentive bonus, equity compensation awards, matching contributions to retirement savings plans, pension benefits and perquisites, and severance and change in control benefits, see "Compensation Discussion and Analysis" above. Performance targets for performance-based equity awards considered by the Compensation Committee are also quantified in Compensation Discussion and Analysis. Based on the fair value of equity awards granted to the named executive officers in 2006 and the base salary and annual non-equity incentive bonuses of the named executive officers for 2006, base salary and annual non-equity incentive bonuses together accounted for approximately 54% of the total base pay, annual non-equity incentive and equity compensation paid to named executive officers for 2006. Because the Grants of Plan Based Awards Table below reflects the value of certain equity awards based on SFAS 123(R) value rather than the grant date fair value, these percentages may not be able to be derived using the amounts reflected in the table.

## Grants of Plan-Based Awards Table

Shown below is information with respect to plan-based awards made in 2006 to each named executive officer.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Possible Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#) <sup>(1)</sup>	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(2)(3)</sup>
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Joseph H. Netherland	2/21/06 2/21/06	0	956,955	2,583,779	0	22,843	45,687	45,687	—	—	2,185,209 1,084,005
Peter D. Kinnear	2/21/06 2/21/06	0	380,599	1,025,478	0	8,473	16,947	16,947	—	—	810,575 402,053
William H. Schumann, III	2/21/06 2/21/06	0	298,559	807,634	0	6,950	13,900	13,900	—	—	664,837 329,871
Charles H. Cannon, Jr.	2/21/06 2/21/06	0	236,256	640,039	0	5,063	10,127	10,127	—	—	484,374 240,321
John T. Grep	2/21/06 2/21/06	0	216,089	582,715	0	4,797	9,593	9,593	—	—	458,833 227,650

- (1) The amounts shown in column (i) reflect the number of shares of stock subject to time-based vesting requirements granted to each named executive officer in 2006 pursuant to our Incentive Compensation Plan.
- (2) The amounts in column (l) reflect the full grant date fair value calculated in accordance with SFAS 123(R) of awards of restricted stock pursuant to the Incentive Compensation Plan in 2006. Generally, the full grant date fair value is the amount that we would expense in our financial statements over the award's vesting schedule. Assumptions used in the calculation of these amounts are included in note (11) to our audited consolidated financial statements for the fiscal year ended December 31, 2006 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2007.
- (3) The second award amount in column (l) represents the full grant date fair value of shares subject to performance-based conditions assuming achievement of target performance.

We did not make any grants of stock options or stock appreciation rights in 2006 under the Incentive Compensation Plan for services rendered during 2006 to any of the named executive officers. For a description of the material terms of the restricted stock awards, including the vesting schedules and a description of the performance targets and potential award amounts for those restricted shares subject to performance-based conditions, see the descriptions set forth in Compensation Discussion and Analysis. We do not currently pay dividends on restricted stock awards or shares obtainable upon exercise of outstanding options. Dividends would be payable on equity compensation awards that we issued only if and when dividends are declared and paid on our Common Stock.

## Outstanding Equity Awards at Fiscal Year-End Table

Name	Option Awards <sup>(1)</sup>					Stock Awards <sup>(3)</sup>			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Stock That Have Not Vested (\$) <sup>(2)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Joseph H. Netherland	150,000	—	—	19.39	2/20/2013				
	—	95,400	—	25.22	2/19/2014	321,965	19,842,703	—	—
Peter D. Kinnear	68,500	—	—	20.00	2/15/2011				
	38,200	—	—	19.39	2/20/2013				
	—	28,400	—	25.22	2/19/2014	88,247	5,438,663	—	—
William H. Schumann, III	67,806	—	—	20.00	2/15/2011				
	36,900	—	—	19.39	2/20/2013				
	—	25,500	—	25.22	2/19/2014	74,937	4,618,367	—	—
Charles H. Cannon, Jr.	48,500	—	—	20.00	2/15/2011				
	35,500	—	—	19.39	2/20/2013				
	—	17,500	—	25.22	2/19/2014	52,514	3,236,438	—	—
John T. Grep	44,500	—	—	20.00	2/15/2011				
	18,090	—	—	19.39	2/20/2013				
	3,978	—	—	16.48	4/21/2010				
	—	12,400	—	25.22	2/19/2014	62,703	3,864,386	—	—

(1) All of the unexercisable option awards as of December 31, 2006 vested on January 2, 2007.

(2) The market value of shares that have not vested is calculated using \$61.63, the closing price of our Common Stock on December 29, 2006, the last trading day of 2006. The full grant date fair value of the awards under SFAS 123R is \$9,643,234 for Mr. Netherland; \$2,912,322 for Mr. Kinnear; \$2,457,421 for Mr. Schumann; \$1,728,929 for Mr. Cannon; and \$1,935,017 for Mr. Grep.

(3) The outstanding restricted stock awards presented above include awards in the amounts and with the vesting dates in the table below:

Executive Officer	Restricted Stock Grant Date	Restricted Stock Grant	Restricted Stock Vesting Date
Joseph H. Netherland	3/1/2003	65,000	3/1/2007
	2/19/2004	86,700	1/2/2007
	2/22/2005	86,430	1/2/2008
	2/21/2006	45,687	1/2/2009
	2/21/2006	38,148	1/2/2009
Peter D. Kinnear	2/19/2004	25,800	1/2/2007
	2/22/2005	31,350	1/2/2008
	2/21/2006	16,947	1/2/2009
	2/21/2006	14,150	1/2/2009
William H. Schumann, III	2/19/2004	23,200	1/2/2007
	2/22/2005	26,230	1/2/2008
	2/21/2006	13,900	1/2/2009
	2/21/2006	11,607	1/2/2009
Charles H. Cannon, Jr.	2/19/2004	15,900	1/2/2007
	2/22/2005	18,030	1/2/2008
	2/21/2006	10,127	1/2/2009
	2/21/2006	8,457	1/2/2009
John T. Grep	6/1/2003	15,000	6/1/2007
	2/19/2004	11,300	1/2/2007
	2/22/2005	18,800	1/2/2008
	2/21/2006	9,593	1/2/2009
	2/21/2006	8,010	1/2/2009

## Option Exercises and Stock Vested Table

Shown below is information for each of the named executive officers with respect to options to purchase Common Stock exercised in 2006 and restricted stock awards vested in 2006.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
(a)	(b)	(c)	(d)	(e)
Joseph H. Netherland	510,000	17,755,495	33,200	1,440,880
Peter D. Kinnear	30,000	917,370	44,400	2,245,460
William H. Schumann, III	50,000	2,556,005	9,100	394,940
Charles H. Cannon, Jr.	50,000	2,508,160	8,700	377,580
John T. Grep	29,765	1,189,615	4,455	193,347

## Pension Benefits Table

The table below shows the present value of accumulated benefits payable to each of the named executive officers, including the number of years of service credited to each such named executive officer, under each of our pension plans determined using interest rate and mortality rate assumptions consistent with those used in our financial statements. Credited years of service for each of the named executive officers under the Pension Plan includes years of service with our predecessor. The Pension Plan value is the present value of accrued benefits at the first retirement date for unreduced benefits. The Non-Qualified Pension Plan value is the present value at December 31, 2006 of the lump sum payable at the first retirement date for unreduced benefits.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$) <sup>(1)</sup>	Payments During Last Fiscal Year (\$)
(a)	(b)	(c)	(d)	(e)
Joseph H. Netherland	Pension Plan	33.5	1,024,574	
	Non-Qualified Pension Plan		12,428,457	0
Peter D. Kinnear	Pension Plan	35.6	1,007,025	
	Non-Qualified Pension Plan		4,636,005	0
William H. Schumann, III	Pension Plan	25.5	596,727	
	Non-Qualified Pension Plan		2,811,415	0
Charles H. Cannon, Jr.	Pension Plan	24.8	501,677	
	Non-Qualified Pension Plan		1,815,580	0
John T. Grep	Pension Plan	31.4	676,766	
	Non-Qualified Pension Plan		1,523,322	0

(1) The present value of accumulated benefit as of December 31, 2006 reflects:

- The present value of the accumulated benefit under the Pension Plan is calculated by multiplying the benefit amount as determined by our Pension Benefit formula described below by a present value factor to determine the benefit at age 62, the first age at which unreduced benefits are available under the Pension Plan. This amount is discounted back to December 31, 2006 using SFAS 87 interest only assumptions of 6.0%.
- The present value of the benefit payable under the Non-Qualified Pension Plan is calculated in the same manner as specified above for the Pension Plan. However, the calculation assumes payment of benefit in the form of a lump sum payment at age 62. This amount is discounted back to December 31, 2006 using SFAS 87 interest only assumptions of 6.0%.



### *Pension Benefit Formula*

Our Pension Plan is a defined benefit plan that provides eligible employees with five or more years of service a pension benefit for retirement. Once eligible, the employee's years of service, 60 month final average earnings and social security offset are used to calculate the pension benefit. The normal annual retirement benefit is the product of (a) and (b) below:

- (a) the sum of:
  - (i) the sum of (1) 1% of the participant's final average yearly earnings up to the Social Security covered compensation base and (2) 1 1/2% of the participant's final average yearly earnings in excess of the Social Security covered compensation base multiplied by the participant's expected years of credited service at age 65 up to 35 years of credited service; and
  - (ii) 1 1/2% of the participant's final average yearly earnings multiplied by the participant's expected years of credited service at age 65 in excess of 35 years of credited service.
- (b) the ratio of actual years of credited service to expected years of credited service at age 65.

Normal retirement age is 65. The first unreduced benefit retirement age is 62. All of the named executive officers are currently eligible for benefits under the Company's Pension Plan. Eligibility under the Pension Plan terminates upon death or upon payment of the participant's entire vested benefit. Additionally, each of the named executive officers was an employee of our former parent and predecessor, FMC Corporation. When we were established as a separate company in 2001, our employees who were formerly employed by our predecessor received the benefit for the years of credited service under our predecessor's defined benefit pension plan.

### *Early Retirement*

The Pension Plan's "early retirement date" is the participant's 55<sup>th</sup> birthday in the case of a participant who became a participant in our predecessor's pension plan before January 1, 1984. All named executive officers were participants in the predecessor's pension plan before January 1, 1984. All of the named executive officers, except Mr. Cannon, are age 55 or older and are eligible to receive early retirement benefits under the Pension Plan.

A participant in the Pension Plan who retires on or after the plan's "early retirement date" is entitled to receive the early retirement benefit, which is equal to the normal retirement benefit reduced by 1/3 of 1% for each month by which the commencement of the participant's early retirement benefit precedes the participant's 62<sup>nd</sup> birthday. A participant in the Pension Plan whose employment terminates before reaching the plan's "early retirement date" or retires without the "early retirement service requirement" is entitled to receive an early retirement benefit, which is equal to the normal retirement benefit reduced by 1/2 of 1% for each month by which the commencement of the participant's early retirement benefit precedes the participant's 65<sup>th</sup> birthday.

### *Payment of Pension Benefit*

The normal retirement benefit is an individual life annuity for single retirees and 50% joint and survivor annuity for married retirees. The Pension Plan also provides for a variety of other methods for receiving pension benefits such as 100% joint and survivor annuities, level income and lump sum for benefits of \$1,000 or less. The levels of annuities are actuarially determined based on the age of the participant and the age of the participant's spouse for joint and survivor annuities. For a 62-year old participant in

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the Pension Plan who is married to a 62-year old spouse, the 50% joint and survivor annuity is a 7.9% reduction from the normal retirement benefit and the 100% joint and survivor annuity is a 14.7% reduction from the normal retirement benefit. A level income annuity pays increased benefits to the retiree until Social Security benefits begin at age 62 and reduces the benefit after age 62 so that the total of the retirement benefit and social security is level before and after age 62.

*Eligible Earnings*

Eligible earnings under the Pension Plan for the named executive officers include the base salary and annual non-equity incentive bonus paid by us to the executives for each plan year. Equity compensation, such as restricted stock and stock option awards, is not included. The Internal Revenue Service limits the annual amount of earnings that may be taken into account for the Pension Plan to remain qualified under the Internal Revenue Code. Since all of the named executive officers' eligible earnings exceed that limitation, the eligible earnings for each of the named executive officers under the Pension Plan is the same amount, \$220,000 in 2006.

The Pension Plan limits annual pension benefits to Internal Revenue Service requirements for tax-qualified retirement savings plans. This amount was \$175,000 in 2006.

*Non-Qualified Pension Plan*

We have also established a Non-Qualified Pension Plan that permits employees whose earnings exceed the Internal Revenue Service limitations on earnings eligible for the tax-qualified Pension Plan in order to obtain a "mirror" pension benefit under a non-qualified retirement plan. For amounts accrued under the Non-Qualified Pension Plan through December 31, 2004, benefit payments will be made at the same time and in the same manner as payments under the Pension Plan or in a lump sum. For amounts accrued under the Non-Qualified Pension Plan after January 1, 2005, only a lump sum distribution is permitted. In addition, a participant may elect to transfer the entire balance in the Non-Qualified Pension Plan into the Non-Qualified Savings Plan. Lump sum distributions will be paid no sooner than six months after termination of employment for key employees. The distribution election may not be changed within 12 months of termination or retirement. Changes made prior to the 12 month requirement can result in deferral of participant's distribution for an additional five years.

## Non-Qualified Deferred Compensation Table

Pursuant to our Non-Qualified Savings Plan, certain of our employees, including our named executive officers, may defer 100% of base salary and annual non-equity incentive bonuses after exceeding IRS limits on contributions to the Qualified Savings Plan. Deferral elections are made by eligible employees in November or December of each year for amounts earned (or granted with regard to incentive compensation awards) in the following year. The investment options are publicly available mutual funds and our Common Stock. Our matching contribution will be made in the same investment allocations that the participant selects for his contributions to the plan. In addition, the named executive officers may elect to defer all or any portion of their base pay and annual non-equity incentive bonus payments for the current year under the Non-Qualified Savings Plan, and the deferred amounts will be deemed as being invested in any funds available under the Non-Qualified Savings Plan.

Name	Executive Contributions in Last Fiscal Year (\$) <sup>(1)</sup>	Registrant Contributions in Last Fiscal Year (\$) <sup>(2)</sup>	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last Fiscal Year End (\$) <sup>(3)(4)</sup>
(a)	(b)	(c)	(d)	(e)	(f)
Joseph H. Netherland	101,996	101,996	477,825	—	2,790,090
Peter D. Kinnear	37,729	37,729	177,469	—	1,020,537
William H. Schumann, III	36,798	36,798	142,404	—	1,003,658
Charles H. Cannon, Jr.	27,933	27,933	144,036	—	1,002,087
John T. Gremp	46,031	18,207	102,226	—	429,370

- (1) All of the executive officers' contributions reported in column (b) are included in salary and non-equity incentive plan compensation reported for the executive officers in the Summary Compensation Table in this Proxy Statement.
- (2) All of the contributions made by us for the executive officers reported in column (c) are included in "All Other Compensation" for the executive officers in the Summary Compensation Table in this Proxy Statement.
- (3) The portion of the Aggregate Balance at Last Fiscal Year End reported in the summary compensation table appearing in our proxy statements for fiscal years prior to the year ended December 31, 2006 for the following named executive officers were: Mr. Netherland, \$761,159; Mr. Kinnear, \$250,178; Mr. Schumann, \$374,477; and Mr. Cannon, \$280,251.
- (4) A portion of the Aggregate Balance at Last Fiscal Year End for each of the named executive officers consists of the accrued balance carried over from our predecessor's non-qualified savings plan. These balances were: Mr. Netherland, \$665,158; Mr. Kinnear, \$245,111; Mr. Schumann, \$195,093; Mr. Cannon, \$320,195 and Mr. Gremp, \$50,884.

## Potential Payments Upon Termination or Change in Control

The compensation benefits payable to each of the named executive officers in the event of a voluntary termination are the same as those available to all other salaried employees in those situations. Our named executive officers receive additional compensation benefits in the event of their death or disability, retirement or involuntary not-for-cause termination or in the event of a change in control.

### Payments in the Event of Death, Disability or Retirement

In the event of the death or disability of a named executive officer during active employment with us, all outstanding equity awards vest on the first business day following death or disability. This same death or disability benefit exists for any of our employees who hold an unvested equity award at the time of their death or disability. In the event of the normal retirement of a named executive officer after reaching the age of 62, all outstanding equity awards are retained and vest in accordance with their pre-retirement normal vesting schedule. The following table shows the value to each of the named executive officers should any of these events occur on December 31, 2006.

**Executive Benefits and Payments in the Event of Death, Disability or Retirement on December 31, 2006**

	Joseph H. Netherland	Peter D. Kinnear	William H. Schumann, III	Charles H. Cannon, Jr.	John T. Grep
Long-Term Incentive Compensation (\$) <sup>(1)</sup>					
Performance-Based Restricted Stock	1,407,814	522,191	428,329	312,094	295,639
Stock Options/SARs <sup>(2)</sup>					
Unvested and Accelerated	3,473,514	1,034,044	928,455	637,175	451,484
Restricted Stock <sup>(2)</sup>					
Unvested and Accelerated	17,491,642	4,566,599	3,903,028	2,715,233	3,370,730
<b>Total (\$)</b>	<b>22,372,970</b>	<b>6,122,834</b>	<b>5,259,812</b>	<b>3,664,502</b>	<b>4,117,853</b>

(1) Represents the value of unvested equity awards that may be retained until their normal vesting date in the case of retirement at age 62. Retirement will not result in accelerated vesting.

(2) A portion of the total value of the stock options and restricted stock shown above resulting from accelerated vesting upon death or disability on December 31, 2006 would have vested without accelerating on January 2, 2007, the awards' normal vesting date, pursuant to the terms of those awards which were granted on February 19, 2004. That portion of the value is: Mr. Netherland, \$8,816,835; Mr. Kinnear, \$2,624,098; Mr. Schumann, \$2,358,271; Mr. Cannon, \$1,617,092; and Mr. Grep, \$1,147,903.

**Payments Made in an Involuntary Termination**

Named executive officers will receive payments pursuant to our executive severance plan described in "Compensation Discussion and Analysis—Severance Benefits" above in the event their employment is terminated by us for reasons other than cause or a change in control. This plan provides certain enhanced benefits in addition to those provided under our general severance plan for all non-union employees. These include:

- a severance payment equal to 15 months of base pay and target annual non-equity incentive bonus;
- pro rata payment of annual non-equity incentive bonus at target amount through termination date;
- continuing medical and dental benefits for the executive, their spouse and dependents for the severance period of 15 months at employee premiums;
- outplacement assistance;
- financial planning and tax preparation assistance for last calendar year of employment; and
- accelerated vesting of unvested options and restricted stock grants at the discretion of management.

Benefits under the executive severance plan are contingent upon continuing compliance by the terminated executive with non-disclosure, non-compete and non-solicitation covenants.

The amounts shown in the table below are calculated using the assumption that an involuntary not for cause termination was effective as of December 31, 2006, and as a result are based on amounts earned through such time and are only estimates of amounts which would be paid out to the named executive officers in the event of such a termination. The actual amounts that would be paid out if such a termination were to occur can only be determined at the time of such executive officer's actual termination.

**Executive Benefits and Payments for Involuntary Termination Occurring on December 31, 2006**

	Joseph H. Netherland	Peter D. Kinnear	William H. Schumann, III	Charles H. Cannon, Jr.	John T. Grep
<b>Compensation (\$)</b>					
Severance Payment	2,493,750	1,137,500	1,070,178	844,969	756,938
Pro-Rated Target Annual Non-Equity Incentive Bonus	989,583	385,667	305,447	239,862	227,846
<b>Benefits and Perquisites (\$)</b>					
Medical and Dental Benefit <sup>(1)</sup>	7,200	7,200	10,800	7,200	10,215
Financial Planning and Tax Preparation Assistance	17,775	8,575	13,195	12,075	11,325
Outplacement Services	142,500	78,000	80,263	65,417	55,050
<b>Total (\$)</b>	<b>3,650,808</b>	<b>1,616,942</b>	<b>1,479,883</b>	<b>1,169,523</b>	<b>1,061,374</b>

(1) Assumes no change in current premium cost paid by such named executive officer for medical and dental benefits.

In the event of an involuntary termination, the treatment of an executive officer's outstanding equity awards is at the discretion of our Chief Executive Officer and the Compensation Committee. An executive officer may be permitted to retain all or a portion of these awards subject to their existing vesting schedule. For the valuation of these awards at December 31, 2006, see the "Outstanding Equity Awards at Fiscal Year-End Table" in this Proxy Statement.

**Payments in the Event of a Change in Control**

It is our policy to offer a change in control benefit to our executive officers to ensure that they have an incentive to continue to work in our best interests during the period of time when a change of control transaction is taking place and in order to ensure we have the ability to maintain continuity of management. It is also our policy to grant this benefit to provide our executives with the assurance they will not be adversely affected by a change in control transaction without fair compensation, provided their termination is not required for cause. Finally, we believe a change in control agreement is necessary to remain competitive in the market for skilled and experienced executive talent.

We have entered into Executive Severance Agreements with each of our named executive officers. Pursuant to these agreements, in the event of a qualifying change in control and a qualifying adverse change in employment circumstances, each of our named executive officers will be entitled to the following benefits:

- three times their annual base pay and three times the greater of the executive's annual target annual non-equity incentive bonus or the average of the actual annual non-equity incentive bonuses paid to the executive in the prior two years;
- a pro rata payment equal to the amount of the executive's annual target non-equity incentive bonus for the year the executive is terminated;
- accrued but unpaid base salary and unused and accrued vacation pay;
- elimination of ownership and retention guidelines and accelerated vesting of any unvested stock options and stock appreciation rights;
- restricted stock awards subject to performance conditions are considered earned and fully payable at the target amount (or 100%) of the original grant;

- elimination of all restrictions on transferability and ownership and retention guidelines and accelerated vesting of all restricted stock awards;
- three years additional age and service credit for purposes of benefit determination in the Non-Qualified Pension Plan;
- medical, dental, life, accidental death and dismemberment insurance and long-term disability insurance coverage for three years for the executive and the executive's spouse and dependents, provided the executive continues to pay employee premiums for such insurance coverage then in effect;
- executive officers subject to an excise tax on benefits received under the Executive Severance Agreement will be reimbursed for such taxes;
- reimbursement for the costs of all outplacement services obtained by the executive within three years of the termination date (limited to 15% of the executive's base salary on termination); and
- reimbursement for legal fees and other litigation costs incurred in good faith by an executive officer as a result of our refusal to provide severance benefits under the Executive Severance Agreement, contesting the enforceability or validity of those agreements or as a result of conflicts in the interpretation of its requirements.

The severance payment is required to be paid in a single lump sum payment no later than 30 days after the date of termination.

If a named executive officer's employment is terminated due to a disability subsequent to a change in control, the executive will receive base salary through the effective date of termination and any disability benefits payable to the executive under our short and long term disability programs, but will not be entitled to the severance benefits under the Executive Severance Agreement. The named executive officer's disability benefits will be the same as are available to all other employees under our disability benefit plans.

If a named executive officer's employment is terminated due to death subsequent to a change in control, the benefits paid to the executive's estate will be determined under our retirement, survivor's benefits, insurance and other programs, but the executive officer's estate will not be entitled to severance benefits under the Executive Severance Agreement.

Executive officers are not obligated to seek other employment in mitigation of amounts payable under the Executive Severance Agreements, and their subsequent re-employment will not impact our obligation to make the severance payments provided for under the Executive Severance Agreements.

Executive officers receiving severance benefits under the Executive Severance Agreements are not entitled to receive additional severance benefits under our general executive severance plan described above under "Payments Made in an Involuntary Termination" and in "Compensation Discussion and Analysis—Severance Benefits."

Under our Executive Severance Agreements, our named executive officers would be entitled to payments and other benefits upon the occurrence of any of the following "change in control" events, provided a "qualifying termination" occurs:

- an acquisition of more than 20% of our outstanding Common Stock or of any of our other securities entitled to vote in an election of directors, excluding acquisitions directly from us, acquisitions by us, acquisitions by or for any of our employee benefit plans and certain "neutral corporate transactions" described below;

- a change in the composition of our Board of Directors that results in our current board members, or board members who are subsequently appointed or nominated for election to the Board by a majority of our current board members or those who are subsequently so appointed or nominated (the "incumbent Board"), ceasing for any reason to constitute at least a majority of the Board of Directors, excluding any such subsequent appointee or nominee who became a board member as a result of either an actual or threatened election contest or other actual or threatened solicitation of proxies or consents by or on behalf of anyone other than the Board of Directors;
- a reorganization, merger or consolidation, sale or other disposition of all or substantially all of our assets, or acquisition by us of the assets or stock of another entity ("corporate transaction"); excluding, however, any such corporate transaction (a "neutral corporate transaction") pursuant to which:
  - all or substantially all of our stockholders immediately prior to such corporate transaction will continue to own more than 60% of the outstanding shares of our Common Stock or combined voting power of the outstanding securities entitled to vote generally in the election of directors of the corporation resulting from such corporate transaction (including, without limitation, any corporation which as a result of such a transaction owns us or all or substantially all of our assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such corporate transaction, of our outstanding Common Stock,
  - no one (other than us, any of our employee benefit plans or the surviving corporation resulting from such corporate transaction) will own 20% or more of the outstanding shares of our Common Stock or the combined voting power of the outstanding securities entitled to vote generally in the election of directors, except to the extent that such ownership existed prior to the corporate transaction; and
  - the individuals who were members of the incumbent Board will constitute at least a majority of the members of the board of directors of the corporation resulting from such corporate transaction; or
- The approval by our stockholders of our complete liquidation or dissolution.

A "qualifying termination" includes (a) an involuntary termination of the named executive officer's employment by us for reasons other than "cause," disability or death; within 24 months of the change in control, (b) a voluntary termination by the named executive officer for "good reason" within 24 months of the change in control or (c) we breach or any successor breaches any of the provisions of the Executive Severance Agreement.

Under the Executive Severance Agreements, a named executive officer will be considered terminated for "cause" for:

- willful and continued failure to substantially perform the executive officer's employment duties in any material respect (other than any such failure resulting from physical or mental incapacity or occurring after an executive officer has provided notification to us of a voluntary termination for a "good reason") after proper written notification has been provided to the executive officer and the executive officer fails to resume substantial performance of the executive officer's duties on a continuous basis within 30 days of receipt of such notice;
- willfully engaging in conduct which is demonstrably and materially injurious to us or an affiliate; or
- conviction for, or pleading guilty or not contesting, a felony charge under federal or state law.

A named executive officer's voluntary termination will be considered to be for "good reason" for purposes of the Executive Severance Agreements if, without the executive's express written consent, any one or more of the following events occurs:

- assignment to duties materially inconsistent with the executive officer's authorities, duties, responsibilities, and status (including, without limitation, offices, titles and reporting requirements) as our employee, or a reduction or alteration in the nature or status of the executive's authorities, duties, or responsibilities from the greatest of (i) those in effect on the effective date of the Executive Severance Agreement; (ii) those in effect during the fiscal year immediately preceding the year of the change in control; and (iii) those in effect immediately preceding the change in control;
- requiring the executive officer to be based at a location which is at least 50 miles further from the executive's then current primary residence than is such residence from the office where the executive is located at the time of the change in control, except for required travel on our business to an extent substantially consistent with the executive officer's business obligations as of the effective date of such executive's Executive Severance Agreement or as the same may have been subsequently changed prior to a change in control;
- reduction of the executive officer's base salary as in effect on the effective date of the Executive Severance Agreement or as the same may have been subsequently increased;
- a material reduction in the executive officer's level of participation in any of our short-term and/or long-term incentive compensation plans, employee benefit or retirement plans, policies, practices, or arrangements in which the executive officer participates from the greatest of the levels in place: (i) on the effective date of the Executive Severance Agreement; (ii) during the fiscal year immediately preceding the fiscal year of the change in control; and (iii) on the date immediately preceding the date of the change in control;
- our failure to obtain a satisfactory agreement from any successor to assume our obligations under the Executive Severance Agreement; or
- any termination of the executive officer's employment that is not effected pursuant to a written notice of termination satisfying the requirements for such a notice under the Executive Severance Agreement.

The existence of "good reason" for a voluntary termination is not affected by an executive officer's temporary incapacity due to physical or mental illness not constituting a disability. The executive officer's continued employment does not constitute a waiver of the executive's rights with respect to any circumstance constituting "good reason."

Following a change in control, if a named executive officer is terminated either: (a) by us for "cause" or (b) by the executive officer (other than for retirement, "good reason" or other circumstances that constitute a "qualifying termination") we will pay the executive an amount equal to the executive's accrued and unpaid base salary, accrued and unused vacation and any other amounts the executive is entitled to receive under pension and other benefit plans.

The amounts shown in the table below are calculated using the assumption that a change in control and qualifying termination was effective under the Executive Severance Agreements as of December 31, 2006, and as a result are based on amounts earned through such time and are only estimates of the amounts which would be paid out to the named executive officers in the event of such a termination. The actual amounts that would be paid out if such a termination were to occur can only be determined at the time of such executive officer's actual termination.



**Executive Benefits and Payments for Change in Control Termination Occurring on December 31, 2006**

	Joseph H. Netherland	Peter D. Kinnear	William H. Schumann, III	Charles H. Cannon, Jr.	John T. Grep
<b>Compensation (\$)</b>					
Base Salary Multiple	2,850,000	1,560,000	1,605,267	1,308,339	1,101,000
Annual Non-Equity Incentive Bonus Multiple	3,710,037	1,293,903	1,217,013	981,498	724,077
Pro-Rated Annual Target Non-Equity Incentive Bonus	989,583	385,667	305,447	239,862	227,846
Long-Term Incentive Compensation					
Performance-Based Restricted Stock	1,407,814	522,191	428,329	312,094	295,639
Stock Options/SARs <sup>(1)</sup>					
Unvested and Accelerated	3,473,514	1,034,044	928,455	637,175	451,484
Restricted Stock <sup>(1)</sup>					
Unvested and Accelerated	17,491,642	4,566,599	3,903,028	2,715,233	3,370,730
<b>Benefits and Perquisites (\$)</b>					
Value of Additional Years of Age and Service Credit for Non-Qualified Pension Plan <sup>(2)</sup>	2,251,026	952,245	973,857	1,463,830	512,936
Medical, Dental, Life Insurance and Disability Benefits <sup>(3)</sup>	52,170	32,583	41,199	24,156	29,892
Outplacement Services	142,500	78,000	80,263	65,417	55,050
Tax Gross-Up	0	1,981,285	0	0	1,187,243
<b>Total (\$):</b>	<b>32,368,286</b>	<b>12,406,517</b>	<b>9,482,858</b>	<b>7,747,604</b>	<b>7,955,897</b>

- (1) A portion of the total value of the stock options and restricted stock shown above resulting from accelerated vesting upon a change in control taking place on December 31, 2006 would have vested without accelerating on January 2, 2007, the awards' normal vesting date, pursuant to the terms of those awards which were granted on February 19, 2004. That portion of the value is: Mr. Netherland, \$8,816,835; Mr. Kinnear, \$2,624,098; Mr. Schumann, \$2,358,271; Mr. Cannon, \$1,617,092; and Mr. Grep, \$1,147,903.
- (2) The amount representing the value of additional years of age and service credit for the Non-Qualified Pension Plan is based on the assumptions of a lump sum payment calculated as the present value of benefits immediately payable on December 31, 2006, reduced by the Non-Qualified Pension Plan's early retirement factor using the named executive officer's age at December 31, 2006 plus the three years of additional credited service granted under the Executive Severance Agreement. For Mr. Cannon, a credit of three additional years of service shifts him from "not retirement eligible" (which would require a deferral of benefits to age 65) to retirement eligible (benefits payable immediately).
- (3) Assumes no change in current premium cost paid for such named executive officer's medical, dental, life insurance and disability benefits.

## **Compensation Committee Report**

The Compensation Committee Report that follows shall not be deemed to be incorporated by reference into any filing made by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this Proxy Statement by reference, except to the extent we incorporate this Report by specific reference.

The Compensation Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis included in this Proxy Statement with management.

In reliance upon the review and discussions referred to above, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

The preceding report has been furnished by the following members of the Compensation Committee:

Mike R. Bowlin, Chairman  
Thomas M. Hamilton  
Richard A. Pattarozzi  
James M. Ringle  
James R. Thompson

## **VIII. Other Matters**

### **Section 16(a) Beneficial Ownership Reporting Compliance**

We have undertaken responsibility for preparing and filing the stock ownership forms required under Section 16(a) of the Securities Exchange Act of 1934 on behalf of its officers and directors. Based on a review of forms filed and information provided by officers and directors to us, we believe that all Section 16(a) reporting requirements were fully met during 2006, with the exception of late Form 4 filings made by each of our executive officers, each to report the sale of 7 shares of our Common Stock due to an administrative error in the calculation of the market price of our shares by a broker in connection with the reporting of the vesting of restricted stock held by each such executive officer and associated sales to pay federal income tax liabilities, a late Form 4 filing made by Tore Halvorsen to report the sale of 2,000 shares on December 12, 2006, and a late Form 4 filing made by Mike R. Bowlin to report the purchase of 4,250 shares on November 14, 2006.

### **Audit Committee Report**

The Audit Committee Report that follows shall not be deemed to be incorporated by reference into any filing made by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this Proxy Statement by reference, except to the extent we incorporate this Report by specific reference.

The Audit Committee of the Board of Directors has:

- Reviewed and discussed the audited financial statements with management;
- Discussed with KPMG LLP, our independent public accountants, the matters required to be discussed by Statement on Auditing Standards No. 61; and
- Received the written disclosures and the letter from KPMG LLP required by Independence Standards Board Standard No. 1, and has discussed with KPMG LLP its independence.

In reliance upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2006.

The preceding report has been furnished by the following members of the Audit Committee:

Edward J. Mooney (Chair)  
C. Maury Devine  
Thomas M. Hamilton  
Asbjørn Larsen  
James M. Ringler

### Relationship with Independent Public Accountants

The Audit Committee of the Board of Directors has reappointed KPMG LLP as our independent public accountants for 2007. KPMG LLP has served as our independent public accountants since our inception. During 2005 and 2006, the Audit Committee pre-approved all audit and non-audit services provided by KPMG LLP. During 2005 and 2006, KPMG LLP's fees were as follows:

	2005	2006
	(in thousands)	
Audit Fees <sup>(1)</sup>	\$ 3,856	\$ 4,469
Audit Related Fees <sup>(2)</sup>	41	24
Tax Fees <sup>(3)</sup>	231	254
All Other Fees <sup>(4)</sup>	43	31
Total	<u>\$ 4,171</u>	<u>\$ 4,778</u>

(1) Audit Fees consist of fees for the annual integrated audit of our consolidated financial statements, foreign statutory audits and reviews of interim financial statements in our Quarterly Reports on Form 10-Q.

(2) Audit Related Fees are primarily fees for consultation on financial reporting standards.

(3) Tax Fees consist of fees for compliance, consultation and planning with respect to various corporate tax matters.

(4) All Other Fees include fees for tax services for expatriates and miscellaneous services.

The Audit Committee of the Board of Directors considered the effect of KPMG LLP's non-audit services in assessing the independence of such accountants and concluded that the provision of such services by KPMG LLP was compatible with the maintenance of that firm's independence in the conduct of its auditing functions.

The Audit Committee of the Board of Directors reviews all relationships between KPMG LLP and us, including the provision of non-audit services, which may relate to the auditor's independence. The Audit Committee's approval is required prior to retaining KPMG LLP for any permitted non-audit services and for the fees payable for such services. The fees for all of the services summarized in the table above not constituting Audit Fees were pre-approved by the Audit Committee of the Board of Directors in 2006.

We have been advised by KPMG LLP that it will have a representative in attendance at the Annual Meeting. The representative will have an opportunity to make a statement if he or she desires and also will be available to respond to appropriate questions.

## Code of Ethics

Our Code of Business Conduct and Ethics, which is applicable to all of our employees, officers and directors, may be found in the Corporate Governance section of our website under Corporate Overview at [www.fmctechnologies.com](http://www.fmctechnologies.com) and is also available without charge in print to our stockholders upon request. A request should be directed to our principal executive offices at 1803 Gears Road, Houston, Texas 77067, Attention: Vice President, General Counsel and Secretary. We have established a hotline for employees to report violations of the ethics policy or complaints regarding accounting and auditing practices on an anonymous basis. Reports of possible violations of financial or accounting policies made to the hotline are directed to our Director of Internal Audit and the chair of the Audit Committee.

## Proposals for the 2008 Annual Meeting of Stockholders

Stockholders may make proposals to be considered at the 2008 Annual Meeting. To be included in the proxy statement and form of proxy for the 2008 Annual Meeting, stockholder proposals must be received not later than December 4, 2007, at our principal executive offices, 1803 Gears Road, Houston, Texas 77067, Attention: Vice President, General Counsel and Secretary.

To properly bring other business before the Annual Meeting, a stockholder must deliver written notice thereof, setting forth the information specified in our By-laws, to the Secretary at our principal executive offices not later than the 90th day nor earlier than the 120th day prior to the first anniversary of the preceding year's Annual Meeting; provided, however, that such other business must otherwise be a proper matter for stockholder action. In the event that the date of the Annual Meeting is more than 30 days before or more than 60 days after such anniversary date, however, a stockholder must deliver notice not earlier than the 120th day prior to such Annual Meeting and not later than the later of (a) the 90th day prior to such Annual Meeting and (b) the 10th day following the day on which we first make public announcement of the date of such meeting. To properly bring business before the 2008 Annual Meeting, we must receive notice at our principal executive offices no later than February 4, 2008. A copy of the full text of the By-Law provisions discussed above may be obtained by writing to the Vice President, General Counsel and Secretary, FMC Technologies, Inc., 1803 Gears Road, Houston, Texas 77067.

## Stockholders Sharing an Address

In accordance with notices sent to *beneficial owners* of our Common Stock sharing a single address, we are sending only one FMC Technologies Annual Report and Proxy Statement to that address unless we receive contrary instructions from any beneficial owner at that address. This "householding" practice reduces our printing and postage costs. However, if a beneficial owner at such an address wishes to receive separate Annual Reports or Proxy Statements this year or in the future, he or she may contact the bank, broker or other nominee that is the holder of record of that beneficial owner's shares of Common Stock. If you and other *stockholders of record* with whom you share an address and last name are receiving multiple copies, you may also request householding by contacting ADP, by mail at Household Department, 51 Mercedes Way, Edgewood, New York 11717, or by telephone at (800) 542-1061.

## **Expenses Relating to this Proxy Solicitation**

We will pay all expenses relating to this proxy solicitation. In addition to this solicitation by mail, our officers, directors, and employees may solicit proxies by telephone or personal call without extra compensation for that activity. In accordance with the rules of the Securities and Exchange Commission and the New York Stock Exchange, we will also reimburse banks, brokers and other custodians, nominees and fiduciaries for reasonable out-of-pocket expenses in forwarding proxy material to beneficial owners of Common Stock and obtaining the proxies of those owners. We have retained Morrow & Co., Inc. of Stamford, Connecticut to assist in the solicitation of proxies. We will pay the cost of such assistance, which is estimated to be \$6,500, plus reimbursement for out-of-pocket fees and expenses.

Jeffrey W. Carr  
Vice President, General  
Counsel and Secretary

**FMC Technologies, Inc.**

FMC Technologies, Inc.  
1803 Gears Road  
Houston, Texas 77067

**Notice of  
Annual Meeting of Stockholders  
May 4, 2007  
and Proxy Statement**

**FMC Technologies, Inc.**



**1803 GEARS ROAD  
HOUSTON, TX 77067  
ATTENTION: JEFFREY W. CARR  
VICE PRESIDENT, GENERAL COUNSEL  
AND SECRETARY**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE STOCKHOLDER COMMUNICATIONS**

If you would like to reduce the costs incurred by FMC Technologies, Inc. in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access stockholder communications electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to FMC Technologies, Inc., c/o ADP, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

FMCTC1

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**FMC TECHNOLOGIES, INC.**

**The Board of Directors recommends a vote  
FOR each of the nominees for Director.**

**Vote On Directors**

- |  |  |                |                     |                       |  |
|--|--|----------------|---------------------|-----------------------|--|
|  | 1. Election of three Directors to serve in Class III for a term expiring in 2010 as set forth in the Proxy Statement | <b>For All</b> | <b>Withhold All</b> | <b>For All Except</b> |  |
|  |  | 0              | 0                   | 0                     |  |

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the name(s) of the nominee(s) on the line below.

**Nominees:**

- 01) Asbjørn Larsen
- 02) Joseph H. Netherland
- 03) James R. Thompson

Please mark, sign, date, and return the proxy card promptly using the enclosed envelope.

Please sign exactly as name appears at right.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF  
DIRECTORS.**

The undersigned hereby appoints Peter D. Kinnear, William H. Schumann, III and Jeffrey W. Carr, and each of them, proxy for the undersigned, with full power of substitution, to vote in the manner indicated on the reverse side, and with discretionary authority as to any other matters that may properly come before the meeting, all shares of common stock of FMC Technologies, Inc. which the undersigned is entitled to vote at the Annual Meeting of Stockholders of FMC Technologies, Inc. to be held on May 4, 2007, at The Woodlands Waterway Marriott Hotel & Convention Center, 1601 Lake Robbins Drive, The Woodlands, Texas 77380, at 11:00 a.m. and any adjournment or postponement thereof. The matters to be voted upon are set forth in the Notice of Annual Meeting of Stockholders and Proxy Statement.

**THE UNDERSIGNED HEREBY REVOKES ANY PROXY HERETOFORE GIVEN AND ACKNOWLEDGES RECEIPT OF THE NOTICE AND PROXY STATEMENT FOR THE ANNUAL MEETING.**

**If no direction is made, this proxy will be voted FOR Proposal 1.**

FIDELITY MANAGEMENT TRUST COMPANY, *Trustee*

You are instructed to vote in the manner indicated on the reverse side, and with discretionary authority as to any other matters that may come before the meeting, all shares of common stock represented by participant's interest in the FMC Technologies, Inc. Stock Fund of the FMC Technologies, Inc. Savings and Investment Plan.

**Unless otherwise instructed prior to May 1, 2007, the Trustee WILL VOTE these shares in the same manner and proportion as the number of shares for which the Trustee received instruction.**

BANCO POPULAR DE PUERTO RICO, *Trustee*

You are instructed to vote in the manner indicated on the reverse side, and with discretionary authority as to any other matters that may properly come before the meeting, all shares of common stock represented by participant's interest in the FMC Technologies, Inc. Stock Fund of the FMC Puerto Rico Savings and Investment Plan.

**Unless otherwise instructed prior to May 1, 2007, the Trustee WILL VOTE these shares FOR Proposal 1.**

**NOT VALID UNLESS DATED AND SIGNED ON REVERSE SIDE**

This proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder. **If no direction is made, this proxy will be voted FOR Proposal 1.**