

FMC TECHNOLOGIES INC
Form PRE 14A
March 24, 2011
Table of Contents

NOTICE & PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

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

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

FMC TECHNOLOGIES, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required

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

(3) Filing Party:

(4) Date Filed:

Table of Contents

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Friday, May 6, 2011

11:00 a.m.

The Woodlands Waterway Marriott Hotel & Convention Center

1601 Lake Robbins Drive

The Woodlands, Texas 77380

April [4], 2011

Dear Stockholder:

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

Re-elect four directors, C. Maury Devine, John T. Grep, Thomas M. Hamilton and Richard A. Pattarozzi, each for a term of three years (page 5);

Ratify the appointment of KPMG LLP as independent registered public accounting firm for the Company for 2011 (page 51);

Hold an advisory vote on the Company's 2010 Executive Compensation Program (page 52);

Hold an advisory vote on the frequency of the vote on the Company's Executive Compensation Program (page 53);

Amend our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 300 million shares to 600 million shares (page 54); and

Vote on any other business properly brought before the meeting.

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

THE BOARD RECOMMENDS A VOTE FOR THE RE-ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR, FOR THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2011, FOR THE APPROVAL OF THE COMPANY'S 2010 EXECUTIVE COMPENSATION PROGRAM, THAT STOCKHOLDERS VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION PROGRAM EVERY THIRD YEAR AND FOR THE BOARD'S PROPOSAL TO AMEND OUR AMENDED AND RESTATED CERTIFICATE OF

INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 300 MILLION SHARES TO 600 MILLION SHARES.

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

Our stockholders have a choice of voting on the Internet, by telephone or by mailing a traditional proxy card. If you are a stockholder of record and you plan to attend the meeting, please mark the appropriate box on your proxy card or use the alternative Internet or telephone voting options in accordance with the voting instructions you have received. If you vote by telephone or on the Internet, you do not need to return your proxy card. If your shares are held by a bank, broker or other intermediary and you plan to attend, please send written notification to our Investor Relations Department, 1803 Gears Road, Houston, Texas 77067, and enclose evidence of your ownership (such as a letter from the bank, broker or intermediary confirming your ownership or a bank or brokerage firm account statement). The names of all those indicating they plan to attend the Annual Meeting of Stockholders will be placed on an admission list held at the registration desk at the entrance to the meeting. Stockholders may help us reduce printing and mailing costs by opting to receive future proxy materials by e-mail. Information about how to do this is included in your Proxy Card accompanying this Proxy Statement.

By order of the Board of Directors,

Jeffrey W. Carr

Senior Vice President, General Counsel and Secretary

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

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

Table of Contents

Table of Contents

| | Page No. |
|---|----------|
| <u>About the Annual Meeting</u> | 1 |
| <u>Election of Directors (Item 1 on the Proxy Card)</u> | 4 |
| <u>Election of Directors</u> | 4 |
| <u>Nominees for Director</u> | 5 |
| <u>Our Board of Directors</u> | 5 |
| <u>Information about our Nominees</u> | 5 |
| <u>Information about our Directors Continuing in Office</u> | 7 |
| <u>Information about the Board of Directors</u> | 12 |
| <u>Corporate Governance</u> | 12 |
| <u>Board Oversight of Risk Management</u> | 12 |
| <u>Meetings</u> | 13 |
| <u>Committees of the Board of Directors</u> | 13 |
| <u>Audit Committee</u> | 13 |
| <u>Compensation Committee</u> | 14 |
| <u>Nominating and Governance Committee</u> | 15 |
| <u>Director Independence</u> | 16 |
| <u>Leadership Structure of the Board and Executive Sessions of Independent Directors</u> | 18 |
| <u>Director Compensation</u> | 18 |
| <u>Compensation Committee Interlocks and Insider Participation in Compensation Decisions</u> | 20 |
| <u>Transactions with Related Persons</u> | 20 |
| <u>Security Ownership of FMC Technologies Management and Holders of More than Five Percent of Outstanding Shares of Common Stock</u> | 21 |
| <u>Executive Compensation</u> | 23 |
| <u>Compensation Discussion and Analysis</u> | 23 |
| <u>Compensation Committee Report</u> | 36 |
| <u>Relationship with Independent Compensation Consultant</u> | 36 |
| <u>Summary Compensation Table</u> | 37 |
| <u>Grants of Plan Based Awards Table</u> | 38 |
| <u>Outstanding Equity Awards at Fiscal Year-End Table</u> | 39 |
| <u>Option Exercises and Stock Vested Table</u> | 41 |
| <u>Pension Benefits Table</u> | 41 |
| <u>Non-Qualified Deferred Compensation Table</u> | 43 |
| <u>Potential Payments Upon Termination</u> | 44 |
| <u>Potential Payments Upon Change in Control</u> | 46 |
| <u>Proposal to Ratify the Appointment of KPMG LLP (Item 2 on the Proxy Card)</u> | 51 |
| <u>Proposal to Approve the Company's Executive Compensation (Item 3 on the Proxy Card)</u> | 52 |
| <u>Proposal to Approve Frequency of Shareholder Approval of the Company's Executive Compensation (Item 4 on the Proxy Card)</u> | 53 |
| <u>Proposal to Amend our Amended and Restated Certificate of Incorporation (Item 5 on the Proxy Card)</u> | 54 |
| <u>Section 16(a) Beneficial Ownership Reporting Compliance</u> | 55 |
| <u>Audit Committee Report</u> | 56 |
| <u>Code of Ethics</u> | 56 |
| <u>Proposals for the 2012 Annual Meeting of Stockholders</u> | 56 |
| <u>Stockholders Sharing an Address</u> | 57 |
| <u>Expenses Relating to this Proxy Solicitation</u> | 57 |

Table of Contents

About the Annual Meeting

Who is soliciting my vote?

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

What am I voting on?

You are voting on:

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

The ratification of the appointment of KPMG LLP as FMC Technologies' independent registered public accounting firm for 2011 (*see page 51*);

An advisory vote on the Company's 2010 Executive Compensation (*page 52*);

An advisory vote on how often our stockholders will be asked to approve the Company's Executive Compensation Program (*page 53*);

The amendment of our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 300 million shares to 600 million shares (*page 54*); and

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

How does the Board recommend that I vote my shares?

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

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

Who can vote?

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

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

Many of our stockholders hold their shares through a stockbroker, bank or other nominee rather than directly in their name. If your shares are registered directly in your name with our transfer agent, Wells Fargo, you are considered the stockholder of record with respect to those shares, and we are sending these proxy materials directly to you. As the stockholder of record, you have the right to grant your voting proxy to the persons appointed by us or to vote in person at

Table of Contents

the Annual Meeting. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker or nominee who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or nominee on how to vote your shares, and you are also invited to attend the Annual Meeting. However, since you are not a stockholder of record, you may not vote these shares in person at the Annual Meeting unless you bring with you a proxy, executed in your favor, from the stockholder of record. Your broker or nominee is obligated to provide you with a voting instruction card for you to use.

How do I vote?

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

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

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

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

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

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

Who counts the votes?

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

How many votes must be present to hold the meeting?

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

What is a broker non-vote?

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

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

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The election of directors, the two proposals on executive compensation and the proposal to amend our amended and Restated Certificate of Incorporation are not considered routine matters, so if you are a beneficial owner, your bank,

Table of Contents

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

How many votes are needed to approve the proposals?

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

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

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

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

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

| Proposal | Routine | Non-Routine | Abstain Counts as Vote Against | Abstain Has No Effect on Vote | Requires Majority For of Votes Cast | Requires More For Than Against | Requires Majority For of All Shares Outstanding | Requires More Votes Than Other Options to be Considered the Preferred Option |
|---------------------------------------|---------|-------------|--------------------------------|-------------------------------|-------------------------------------|--------------------------------|---|--|
| Item 1 | | | | | | | | |
| Election of Directors | | X | | X | | X | | |
| Item 2 | | | | | | | | |
| Ratify Appointment of KPMG LLP | X | | X | | X | | | |
| Item 3 | | | | | | | | |
| | | X | X | | X | | | |

Executive Compensation Program

Item 4

| | | | |
|--------------------------------------|----------|----------|----------|
| Frequency of Say-on-Pay Votes | X | X | X |
|--------------------------------------|----------|----------|----------|

Item 5

| | | | |
|---|----------|----------|----------|
| Increase the Number of Authorized Shares | X | X | X |
|---|----------|----------|----------|

Table of Contents

Could other matters be decided at the Annual Meeting?

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

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

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

Can I revoke a proxy after I submit it?

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

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

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

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

attending the Annual Meeting and voting in person.

Who can attend the meeting?

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

Do I need a ticket to attend the Annual Meeting?

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

Election of Directors (Item 1 on the Proxy Card)

Election of Directors

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

Table of Contents

Nominees for Director

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

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

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

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

the size of the Board of Directors may be reduced.

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

Our Board of Directors

Information about our Nominees

Class I Term Expiring in 2011

C. Maury Devine

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

Age: 60

Director Since: 2005 (Independent)

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

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

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

Table of Contents

John T. Grempe

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

Age: 59

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

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

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

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

Thomas M. Hamilton

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

Age: 67

Director Since: 2001 (Independent)

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

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

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

Table of Contents

Richard A. Pattarozzi

Principal Occupation: Retired Vice President of Shell Oil Company

Age: 67

Director Since: 2002 (Independent)

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

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

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

Information about our Directors Continuing in Office

Class II Term Expiring in 2012

Peter D. Kinnear

Principal Occupation: Chairman of FMC Technologies, Inc.

Age: 64

Director Since: 2006

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

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

Why this Director is an Asset to the FMC Technologies Board: Mr. Kinnear brings to our Board his (1) experience as the CEO and President of FMC Technologies and resulting extensive knowledge of FMC Technologies' strategy, markets, competitors, financials, operational issues and

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regulatory concerns, (2) thorough understanding of industry regulations and public policy applicable to the industry, (3) a demonstrated commitment to FMC Technologies' health, safety, environment and social responsibility, (4) demonstrated ability to continually challenge the organization to sharpen its

Table of Contents

vision while achieving significant organic growth, (5) thorough understanding of different cultural, political and regulatory requirements through his international experience in countries where FMC Technologies has a significant presence, (6) extensive oil service industry experience, and (7) current experience as a board member of U.S. organizations with significant international operations.

Mike R. Bowlin

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

Age: 68

Director Since: 2001 (Independent)

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

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

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

Philip J. Burguieres

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

Age: 67

Director Since: 2007 (Independent)

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

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

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

Table of Contents

Edward J. Mooney

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

Age: 69

Director Since: 2001 (Independent)

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

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

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

James M. Ringler

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

Age: 65

Director Since: 2001 (Independent)

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

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

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

Table of Contents

Class III Term Expiring in 2013

Dr. Thorleif Enger

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

Age: 67

Director Since: 2009 (Independent)

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

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

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

Claire S. Farley

Principal Occupation: Co-Founder of RPM Energy, LLC

Age: 52

Director Since: 2009 (Independent)

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

Board of Director Memberships: In addition to serving on the Board of FMC Technologies, Inc., Ms. Farley a