

FMC TECHNOLOGIES INC  
Form 8-K  
September 14, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): September 8, 2009**

**FMC Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-16489**  
(Commission File Number)  
  
**1803 Gears Road**

**36-4412642**  
(I.R.S. Employer  
Identification No.)

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**Houston, Texas 77067**

**(Address, Including Zip Code,**

**of Principal Executive Offices)**

**Registrant's telephone number, including area code: (281) 591-4000**

**Not Applicable**

**Former name or former address, if changed since last report**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

***Rights Agreement***

The Rights Agreement, dated as of June 5, 2001, by and between FMC Technologies, Inc. and National City Bank, as Rights Agent, has been amended effective September 8, 2009 to increase the threshold that triggers shareholder rights under the Agreement from 15% to 20% for Qualified Institutional Investors. Qualified Institutional Investor is defined as a person described in Rule 13d-1(b)(1) under the Exchange Act of 1934 and eligible to report (and, if such person is the beneficial owner of greater than 5% of the common shares of the Company, does in fact report) beneficial ownership of common shares of the Company on Schedule 13G and such person (i) is not required to use Schedule 13D to report its beneficial ownership of common shares of the Company and (ii) is the beneficial owner of less than 20% of the common shares of the Company then outstanding, including the holdings of all such person's affiliates and associates. The amendment is filed as Exhibit 4.1 under Item 901(d) of this report.

**Item 3.03 Material Modification to Rights of Security Holders**

The information set forth in Item 1.01 is incorporated in this Item 3.03 by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| <b>4.1</b>            | <b>Amendment to Rights Agreement, dated as of September 8, 2009 between FMC Technologies, Inc. and National City Bank, as Rights Agent.</b> |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FMC Technologies, Inc.

By: /s/ William H. Schumann, III  
William H. Schumann, III

*Executive Vice President and Chief*

*Financial Officer*

Dated: September 11, 2009