

FMC TECHNOLOGIES INC  
Form 10-Q  
July 27, 2012  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended June 30, 2012  
or  
 Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-16489

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

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|   |   |
|---|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization)   | 36-4412642<br>(I.R.S. Employer<br>Identification No.) |
| 1803 Gears Road, Houston, Texas<br>(Address of principal executive offices)<br>(281) 591-4000<br>(Registrant’s telephone number, including area code) | 77067<br>(Zip Code)                                   |

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

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

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

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

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

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

|  |                              |
|--|------------------------------|
| Class                                    | Outstanding at July 24, 2012 |
| Common Stock, par value \$0.01 per share | 238,384,536                  |



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## PART I—FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

FMC Technologies, Inc. and Consolidated Subsidiaries

Condensed Consolidated Statements of Income (Unaudited)

(In millions, except per share data)

|  | Three Months Ended |           | Six Months Ended |           |
|--|--------------------|-----------|------------------|-----------|
|  | June 30,           |           | June 30,         |           |
|  | 2012               | 2011      | 2012             | 2011      |
| Revenue:   |                    |           |                  |           |
| Product revenue  | \$1,274.6          | \$1,042.9 | \$2,465.7        | \$1,961.9 |
| Service and other revenue  | 220.3              | 186.5     | 425.8            | 349.4     |
| Total revenue  | 1,494.9            | 1,229.4   | 2,891.5          | 2,311.3   |
| Costs and expenses:  |                    |           |                  |           |
| Cost of product revenue  | 1,024.9            | 832.5     | 1,987.7          | 1,559.3   |
| Cost of service and other revenue                                      | 155.4              | 121.4     | 296.3            | 237.3     |
| Selling, general and administrative expense                            | 140.2              | 116.5     | 276.4            | 231.7     |
| Research and development expense                                       | 26.3               | 21.6      | 53.1             | 38.2      |
| Total costs and expenses   | 1,346.8            | 1,092.0   | 2,613.5          | 2,066.5   |
| Other income (expense), net  | 16.1               | 2.5       | 20.1             | 4.9       |
| Income before net interest expense and income taxes                    | 164.2              | 139.9     | 298.1            | 249.7     |
| Net interest expense   | (6.4               | ) (2.1    | ) (9.9           | ) (3.6    |
| Income before income taxes   | 157.8              | 137.8     | 288.2            | 246.1     |
| Provision for income taxes   | 44.6               | 42.2      | 75.3             | 64.8      |
| Net income   | 113.2              | 95.6      | 212.9            | 181.3     |
| Net income attributable to noncontrolling interests                    | (1.3               | ) (1.3    | ) (2.2           | ) (1.8    |
| Net income attributable to FMC Technologies, Inc.                      | \$111.9            | \$94.3    | \$210.7          | \$179.5   |
| Earnings per share attributable to FMC Technologies, Inc.<br>(Note 3): |                    |           |                  |           |
| Basic  | \$0.47             | \$0.39    | \$0.88           | \$0.74    |
| Diluted  | \$0.46             | \$0.39    | \$0.87           | \$0.74    |
| Weighted average shares outstanding (Note 3):                          |                    |           |                  |           |
| Basic  | 240.2              | 241.9     | 240.2            | 241.8     |
| Diluted  | 241.5              | 243.8     | 241.4            | 243.8     |

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

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FMC Technologies, Inc. and Consolidated Subsidiaries  
 Condensed Consolidated Statements of Comprehensive Income (Unaudited)  
 (In millions)

|  | Three Months Ended<br>June 30, |         | Six Months Ended<br>June 30, |         |   |
|--|--------------------------------|---------|------------------------------|---------|---|
|  | 2012                           | 2011    | 2012                         | 2011    |   |
| Net income   | \$113.2                        | \$95.6  | \$212.9                      | \$181.3 |   |
| Other comprehensive income, net of tax:  |                                |         |                              |         |   |
| Foreign currency translation adjustments (1)   | (57.3                          | ) 20.1  | (33.7                        | ) 42.1  |   |
| Net gains (losses) on hedging instruments:   |                                |         |                              |         |   |
| Net gains (losses) arising during the period   | (8.8                           | ) 8.3   | 4.6                          | 26.6    |   |
| Reclassification adjustment for net losses (gains) included in net income                          | 2.1                            | (5.6    | ) 1.0                        | (7.3    | ) |
| Net gains (losses) on hedging instruments (2)  | (6.7                           | ) 2.7   | 5.6                          | 19.3    |   |
| Pension and other post-retirement benefits:  |                                |         |                              |         |   |
| Reclassification adjustment for amortization of prior service cost (credit) included in net income | (0.2                           | ) (0.2  | ) (0.4                       | ) (0.4  | ) |
| Reclassification adjustment for amortization of net actuarial loss (gain) included in net income   | 5.4                            | 3.0     | 10.2                         | 5.7     |   |
| Reclassification adjustment for amortization of transition asset included in net income            | —                              | (0.1    | ) —                          | (0.2    | ) |
| Net pension and other postretirement benefits (3)  | 5.2                            | 2.7     | 9.8                          | 5.1     |   |
| Other comprehensive income, net of tax   | (58.8                          | ) 25.5  | (18.3                        | ) 66.5  |   |
| Comprehensive income   | 54.4                           | 121.1   | 194.6                        | 247.8   |   |
| Comprehensive income attributable to noncontrolling interest                                       | (1.3                           | ) (1.3  | ) (2.2                       | ) (1.8  | ) |
| Comprehensive income attributable to FMC Technologies, Inc.  | \$53.1                         | \$119.8 | \$192.4                      | \$246.0 |   |

(1) Net of income tax (expense) benefit of \$1.3 and \$(1.9) for the three months ended June 30, 2012 and 2011, respectively, and \$0.9 and \$(6.7) for the six months ended June 30, 2012 and 2011 respectively.

(2) Net of income tax (expense) benefit of \$2.6 and \$(1.4) for the three months ended June 30, 2012 and 2011, respectively, and \$(4.2) and \$(11.0) for the six months ended June 30, 2012 and 2011, respectively.

(3) Net of income tax (expense) benefit of \$(2.8) and \$(1.4) for the three months ended June 30, 2012 and 2011, respectively, and \$(5.2) and \$(2.7) for the six months ended June 30, 2012 and June 30, 2011, respectively.

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

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FMC Technologies, Inc. and Consolidated Subsidiaries  
 Condensed Consolidated Balance Sheets  
 (In millions, except par value data)

|   | June 30,<br>2012<br>(Unaudited) | December 31,<br>2011 |
|---|---------------------------------|----------------------|
| Assets  |                                 |                      |
| Cash and cash equivalents   | \$275.3                         | \$344.0              |
| Trade receivables, net of allowances of \$4.4 in 2012 and \$7.8 in 2011   | 1,566.9                         | 1,341.6              |
| Inventories, net (Note 5)   | 881.3                           | 712.2                |
| Derivative financial instruments (Note 12)  | 45.0                            | 69.9                 |
| Prepaid expenses  | 48.0                            | 37.2                 |
| Deferred income taxes   | 62.6                            | 77.8                 |
| Income taxes receivable   | 30.9                            | 21.2                 |
| Other current assets  | 215.5                           | 184.0                |
| Total current assets  | 3,125.5                         | 2,787.9              |
| Investments   | 32.2                            | 161.4                |
| Property, plant and equipment, net of accumulated depreciation of \$568.5 in 2012 and \$528.0 in 2011   | 910.7                           | 767.9                |
| Goodwill  | 505.6                           | 265.8                |
| Intangible assets, net of accumulated amortization of \$57.2 in 2012 and \$52.8 in 2011   | 302.0                           | 128.0                |
| Deferred income taxes   | 58.4                            | 67.1                 |
| Derivative financial instruments (Note 12)  | 25.0                            | 44.6                 |
| Other assets  | 54.1                            | 48.3                 |
| Total assets  | \$5,013.5                       | \$4,271.0            |
| Liabilities and equity  |                                 |                      |
| Short-term debt and current portion of long-term debt   | \$102.1                         | \$587.6              |
| Accounts payable, trade   | 550.2                           | 546.8                |
| Advance payments and progress billings  | 447.9                           | 450.2                |
| Accrued payroll   | 163.9                           | 153.5                |
| Derivative financial instruments (Note 12)  | 37.0                            | 66.6                 |
| Income taxes payable  | 128.0                           | 117.7                |
| Deferred income taxes   | 74.6                            | 5.1                  |
| Other current liabilities   | 340.4                           | 305.4                |
| Total current liabilities   | 1,844.1                         | 2,232.9              |
| Long-term debt, less current portion (Note 6)   | 1,114.1                         | 36.0                 |
| Accrued pension and other postretirement benefits, less current portion   | 266.1                           | 272.4                |
| Derivative financial instruments (Note 12)  | 32.5                            | 37.0                 |
| Deferred income taxes   | 24.7                            | 111.9                |
| Other liabilities   | 118.9                           | 143.1                |
| Commitments and contingent liabilities (Note 14)  |                                 |                      |
| Stockholders' equity (Note 11):   |                                 |                      |
| Preferred stock, \$0.01 par value, 12.0 shares authorized; no shares issued in 2012 or 2011   | —                               | —                    |
| Common stock, \$0.01 par value, 600.0 shares authorized in 2012 and 2011; 286.3 shares issued in 2012 and 2011; 238.6 and 237.8 shares outstanding in 2012 and 2011, respectively | 1.4                             | 1.4                  |
| Common stock held in employee benefit trust, at cost; 0.2 shares in 2012 and 2011   | (7.8)                           | (5.8)                |

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|   |           |            |   |
|---|-----------|------------|---|
| Common stock held in treasury, at cost; 47.5 and 48.3 shares in 2012 and 2011, respectively | (1,035.1  | ) (1,041.9 | ) |
| Capital in excess of par value of common stock  | 677.6     | 700.0      |   |
| Retained earnings   | 2,425.4   | 2,214.7    |   |
| Accumulated other comprehensive loss  | (462.1    | ) (443.8   | ) |
| Total FMC Technologies, Inc. stockholders' equity   | 1,599.4   | 1,424.6    |   |
| Noncontrolling interests  | 13.7      | 13.1       |   |
| Total equity  | 1,613.1   | 1,437.7    |   |
| Total liabilities and equity  | \$5,013.5 | \$4,271.0  |   |

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

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FMC Technologies, Inc. and Consolidated Subsidiaries  
Condensed Consolidated Statements of Cash Flows (Unaudited)  
(In millions)

|  | Six Months Ended<br>June 30, |          |   |
|--|------------------------------|----------|---|
|  | 2012                         | 2011     |   |
| Cash provided (required) by operating activities:  |                              |          |   |
| Net income   | \$212.9                      | \$181.3  |   |
| Adjustments to reconcile net income to cash provided (required) by operating activities: |                              |          |   |
| Depreciation   | 51.8                         | 41.0     |   |
| Amortization   | 13.7                         | 10.7     |   |
| Gain (loss) on disposal of assets  | 0.2                          | (1.0)    | ) |
| Employee benefit plan and stock-based compensation costs                                 | 46.6                         | 34.4     |   |
| Deferred income tax provision  | 31.5                         | 31.3     |   |
| Unrealized (gain) loss on derivative instruments   | 14.5                         | (4.3)    | ) |
| Other  | (4.6)                        | ) 2.5    |   |
| Changes in operating assets and liabilities, net of effects of acquisitions:             |                              |          |   |
| Trade receivables, net   | (221.9                       | ) (41.6  | ) |
| Inventories, net   | (127.7                       | ) (115.2 | ) |
| Accounts payable, trade  | (5.4                         | ) 110.7  |   |
| Advance payments and progress billings   | (19.0                        | ) (8.5   | ) |
| Income taxes   | (36.5                        | ) (11.1  | ) |
| Accrued pension and other postretirement benefits, net                                   | (30.2                        | ) (48.7  | ) |
| Other assets and liabilities, net  | (35.4                        | ) (61.4  | ) |
| Cash provided (required) by operating activities   | (109.5                       | ) 120.1  |   |
| Cash provided (required) by investing activities:  |                              |          |   |
| Capital expenditures   | (191.1                       | ) (102.8 | ) |
| Acquisitions, net of cash and cash equivalents acquired                                  | (328.6                       | ) —      |   |
| Other  | 1.4                          | (0.1     | ) |
| Cash required by investing activities  | (518.3                       | ) (102.9 | ) |
| Cash provided (required) by financing activities:  |                              |          |   |
| Net increase in short-term debt  | 68.9                         | —        |   |
| Net increase in commercial paper   | 252.1                        | 113.0    |   |
| Proceeds from the issuance of long term debt   | 275.0                        | —        |   |
| Repayments of long-term debt   | (0.2                         | ) (5.4   | ) |
| Proceeds from exercise of stock options  | 0.3                          | 0.6      |   |
| Purchase of treasury stock   | (21.0                        | ) (7.2   | ) |
| Other  | (15.8                        | ) (9.1   | ) |
| Cash provided by financing activities  | 559.3                        | 91.9     |   |
| Effect of exchange rate changes on cash and cash equivalents                             | (0.2                         | ) 3.4    |   |
| Increase (decrease) in cash and cash equivalents   | (68.7                        | ) 112.5  |   |
| Cash and cash equivalents, beginning of period   | 344.0                        | 315.5    |   |
| Cash and cash equivalents, end of period   | \$275.3                      | \$428.0  |   |

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



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## FMC Technologies, Inc. and Consolidated Subsidiaries

## Notes to Condensed Consolidated Financial Statements (Unaudited)

## Note 1: Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of FMC Technologies, Inc. and its consolidated subsidiaries (“FMC”) have been prepared in accordance with United States generally accepted accounting principles (“GAAP”) and rules and regulations of the Securities and Exchange Commission (“SEC”) pertaining to interim financial information. As permitted under those rules, certain footnotes or other financial information that are normally required by U.S. GAAP have been condensed or omitted. Therefore, these statements should be read in conjunction with the audited consolidated financial statements, and notes thereto, which are included in our Annual Report on Form 10-K for the year ended December 31, 2011.

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

In the opinion of management, the statements reflect all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of our financial condition and operating results as of and for the periods presented. Revenue, expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these statements may not be representative of the results that may be expected for the year ending December 31, 2012. On February 25, 2011, our Board of Directors approved a two-for-one stock split of our outstanding shares of common stock. The stock split was completed in the form of a stock dividend that was issued on March 31, 2011, to shareholders of record at the close of business on March 14, 2011.

## Note 2: Recently Adopted Accounting Standards

Effective January 1, 2012, we adopted an amendment issued by the Financial Accounting Standards Board (“FASB”) to existing guidance on fair value measurements. This amendment clarifies the application of existing guidance and disclosure requirements, changes certain fair value measurement principles and requires additional disclosures about fair value measurements. The adoption of the update did not have a material impact on our condensed consolidated financial statements.

Effective January 1, 2012, we adopted changes issued by the FASB to disclosure requirements for comprehensive income. The changes allow management the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income in a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders’ equity. We elected the two-statement approach presenting other comprehensive income in a separate statement immediately following the statement of income. The updated requirements do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The adoption of the update concerns presentation only and did not have any financial impact on our condensed consolidated financial statements.

## Note 3: Earnings per Share

A reconciliation of the number of shares used for the basic and diluted earnings per share (“EPS”) calculation was as follows:

|   | Three Months Ended |          | Six Months Ended |          |
|---|--------------------|----------|------------------|----------|
|   | June 30,           | June 30, | June 30,         | June 30, |
| (In millions, except per share data)                        | 2012               | 2011     | 2012             | 2011     |
| Net income attributable to FMC Technologies, Inc.           | \$111.9            | \$94.3   | \$210.7          | \$179.5  |
| Weighted average number of shares outstanding               | 240.2              | 241.9    | 240.2            | 241.8    |
| Dilutive effect of restricted stock units and stock options | 1.3                | 1.9      | 1.2              | 2.0      |

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|   |        |        |        |        |
|---|--------|--------|--------|--------|
| Total shares and dilutive securities                              | 241.5  | 243.8  | 241.4  | 243.8  |
| Basic earnings per share attributable to FMC Technologies, Inc.   | \$0.47 | \$0.39 | \$0.88 | \$0.74 |
| Diluted earnings per share attributable to FMC Technologies, Inc. | \$0.46 | \$0.39 | \$0.87 | \$0.74 |

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## Note 4: Business Combinations

Schilling Robotics, LLC—On January 3, 2012, we exercised our option to purchase the remaining 55% of outstanding shares of Schilling Robotics LLC (“Schilling”), a Delaware limited liability company, and closed the transaction on April 25, 2012. Schilling is a supplier of advanced robotic intervention products, including a line of remotely operated vehicle systems ("ROV"), manipulator systems and subsea control systems. The acquisition of the remaining interests in Schilling will allow us to grow in the expanding subsea environment, where demand for ROVs and the need for maintenance activities of subsea equipment is expected to increase.

Prior to April 25, 2012 we owned 45.0% of Schilling. Upon the closing of this transaction, we owned 100.0% of Schilling which is included among the consolidated subsidiaries reported in the Subsea Technologies segment. The acquisition-date fair value of our previously held equity interest in Schilling was \$144.9 million with the fair value primarily estimated through an income approach valuation. We recorded a gain of \$20.0 million related to the fair value remeasurement of our previously held equity interest in Schilling.

The purchase price with respect to the remaining outstanding shares was determined by applying the multiple of our market capital relative to our earnings before interest, taxes, depreciation and amortization ("EBITDA") for the year ended December 31, 2011 (determined in accordance with the terms of the unitholders agreement), to the EBITDA generated by Schilling during the year ended December 31, 2011 (subject to certain adjustments in accordance with the terms of the unitholders agreement). The consideration for the remaining outstanding shares was paid in cash.

Control Systems International, Inc.—On April 30, 2012, we acquired Control Systems International, Inc. ("CSI") which is included among the consolidated subsidiaries reported in the Energy Infrastructure segment. Our acquisition of CSI will enhance FMC's automation and controls technologies, supporting our long-term strategy to expand our subsea production and processing systems. Additionally, we also anticipate the acquisition of CSI to benefit other business units in our portfolio of businesses, such as measurement solutions, through comprehensive fuel terminal and pipeline automation systems.

The acquisition-date fair value of the consideration transferred totaled \$486.7 million which consisted of the following:

| (In millions)                   | Schilling | CSI    | Total     |
|---------------------------------|-----------|--------|-----------|
| Cash                            | \$282.8   | \$49.0 | * \$331.8 |
| Previously held equity interest | 144.9     | —      | 144.9     |
| Purchase price withheld         | —         | 10.0   | ** 10.0   |
| Total                           | \$427.7   | \$59.0 | \$486.7   |

\* Includes anticipated recovery of negative working capital.

Represents the portion of the purchase price withheld ("holdback") by FMC pursuant to the terms of the stock purchase agreement. The holdback amount will be held and maintained by FMC as security for the payment of any

\*\* and all amounts to which CSI indemnifies us, including final working capital adjustments and other indemnifications as listed in the stock purchase agreement. FMC may deduct from the holdback any eligible amounts and pay CSI the net amount three years after the closing date.

The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition dates.

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| (In millions)                      | Schilling | CSI     | Total   |
|------------------------------------|-----------|---------|---------|
| Assets:                            |           |         |         |
| Cash                               | \$3.9     | \$0.3   | \$4.2   |
| Accounts receivable                | 22.4      | 8.2     | 30.6    |
| Inventory                          | 50.6      | 0.1     | 50.7    |
| Other current assets               | 2.1       | 0.2     | 2.3     |
| Property, plant and equipment      | 21.7      | 0.2     | 21.9    |
| Intangible assets                  | 145.9     | 36.2    | 182.1   |
| Other long-term assets             | 0.7       | —       | 0.7     |
| Total identifiable assets acquired | 247.3     | 45.2    | 292.5   |
| Liabilities:                       |           |         |         |
| Current liabilities                | (33.4     | ) (15.8 | ) (49.2 |
| Other long-term liabilities        | (1.9      | ) —     | (1.9    |
| Total liabilities assumed          | (35.3     | ) (15.8 | ) (51.1 |
| Net identifiable assets acquired   | 212.0     | 29.4    | 241.4   |
| Goodwill                           | 215.7     | 29.6    | 245.3   |
| Net assets acquired                | \$427.7   | \$59.0  | \$486.7 |

The goodwill recognized is primarily attributable to expected synergies and assembled workforce acquired in Schilling and CSI. As of June 30, 2012, there were no changes in the recognized amounts of goodwill resulting from either acquisition. The majority of the combined goodwill recognized for Schilling and CSI is deductible for tax purposes.

The identifiable intangible assets acquired include the following:

| (In millions)                                 | Schilling  |                           | CSI        |                           |
|---|------------|---------------------------|------------|---------------------------|
|   | Fair Value | Wgted. Avg. Amort. Period | Fair Value | Wgted. Avg. Amort. Period |
| Technology                                    | \$38.9     | 12                        | \$16.9     | 10                        |
| Trademarks/trade name                         | 25.4       | 20                        | 2.8        | 15                        |
| Customer relationships                        | 42.9       | 20                        | 16.5       | 15                        |
| Base technology – technical know-how          | 38.7       | 15                        | —          | —                         |
| Total identifiable intangible assets acquired | \$145.9    |                           | \$36.2     |                           |

We recognized \$0.3 million of acquisition-related costs that were expensed in the six months ended June 30, 2012 related to the Schilling and CSI acquisitions. These costs were recognized as selling, general and administrative expense in the consolidated statement of income. Revenue and net income (loss) of Schilling and CSI from the acquisition dates included in our condensed consolidated statements of income were \$18.6 million and \$4.6 million of revenue, respectively, and \$(1.5) million and \$0.4 million of net income (loss), respectively.

#### Pro Forma Impact of Acquisitions (unaudited)

The following unaudited supplemental pro forma results present consolidated information as if the acquisitions had been completed as of January 1, 2011. The 2012 pro forma results include: (i) \$2.3 million of amortization for acquired intangible assets, (ii) \$5.0 million in inventory fair value step-up amortization for Schilling, and (iii) \$0.3 million of acquisition-related costs. The pro forma results do not include any potential synergies, cost savings or other expected benefits of the acquisitions. Accordingly, the pro forma results should not be considered indicative of the results that would have occurred if the acquisitions had been consummated as of January 1, 2011, nor are they indicative of future results.

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| (In millions) | Six Months Ended June 30, |                   |
|---------------|---------------------------|-------------------|
|               | 2012<br>Pro Forma         | 2011<br>Pro Forma |
| Revenue       | \$2,930.2                 | \$2,369.6         |
| Net income    | \$209.5                   | \$185.5           |

## Note 5: Inventories

Inventories consisted of the following:

| (In millions)  | June 30,<br>2012 | December 31,<br>2011 |
|--|------------------|----------------------|
| Raw materials  | \$165.5          | \$138.7              |
| Work in process  | 170.3            | 126.7                |
| Finished goods   | 705.0            | 594.4                |
| Gross inventories before LIFO reserves and valuation adjustments | 1,040.8          | 859.8                |
| LIFO reserves and valuation adjustments                          | (159.5           | ) (147.6             |
| Inventories, net   | \$881.3          | \$712.2              |

## Note 6: Debt

On March 26, 2012, we entered into a new \$1.5 billion revolving credit agreement (“credit agreement”) with JPMorgan Chase Bank, N.A., as Administrative Agent. The credit agreement is a five-year, revolving credit facility expiring in March 2017. Subject to certain conditions, at our request and with the approval of the Administrative Agent, the aggregate commitments under the credit agreement may be increased by an additional \$500 million.

Borrowings under the credit agreement bear interest at a base rate or the London interbank offered rate (“LIBOR”), at our option, plus an applicable margin. Depending on our total leverage ratio, the applicable margin for revolving loans varies (i) in the case of LIBOR loans, from 1.125% to 1.750% and (ii) in the case of base rate loans, from 0.125% to 0.750%. The base rate is the highest of (1) the prime rate announced by JPMorgan Chase Bank, N.A., (2) the Federal Funds Rate plus 0.5% or (3) one-month LIBOR plus 1.0%.

In connection with the new credit agreement, we terminated and repaid all outstanding amounts under our previously existing \$600.0 million five-year revolving credit agreement and our \$350.0 million three-year revolving credit agreement.

Long-term debt consisted of the following:

| (In millions)                        | June 30,<br>2012 | December 31,<br>2011 |
|--------------------------------------|------------------|----------------------|
| Revolving credit facilities          | \$375.0          | \$100.0              |
| Commercial paper (1)                 | 732.3            | 480.1                |
| Term loan                            | 26.7             | 29.2                 |
| Property financing                   | 7.3              | 7.3                  |
| Total long-term debt                 | 1,141.3          | 616.6                |
| Less: current portion                | (27.2            | ) (580.6             |
| Long-term debt, less current portion | \$1,114.1        | \$36.0               |

At December 31, 2011, debt outstanding from our \$600.0 million five-year revolving credit facility and outstanding commercial paper were classified as short-term due to the credit facility’s maturity in December 2012.

At June 30, 2012, committed credit available under our new credit agreement provided the ability to refinance our (1) commercial paper obligations on a long-term basis. As we have both the ability and intent to refinance these obligations on a long-term basis, our commercial paper borrowings were classified as long-term in the condensed consolidated balance sheet at June 30, 2012. Our commercial paper borrowings as of June 30, 2012, had a weighted average interest rate of 0.40%.

Note 7: Income Taxes

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Our income tax provisions for the six months ended June 30, 2012 and 2011, reflected effective tax rates of 26.3% and 26.5%, respectively. Excluding a benefit related to recognizing a retroactive tax holiday in Singapore in the first quarter of 2011, our effective rate for income taxes for the six months ended June 30, 2011 was 29.5%. The decrease from this adjusted rate to the effective tax rate for the six months ended June 30, 2012 was primarily due to changes in our international structure during 2012, partially offset by higher charges related to unrecognized tax benefits. Our effective tax rate can fluctuate depending on our country mix of earnings, since our foreign earnings are generally subject to lower tax rates than in the United States. In certain jurisdictions, primarily Singapore and Malaysia, our tax rate is significantly less than the relevant statutory rate due to tax holidays.

## Note 8: Warranty Obligations

Warranty cost and accrual information was as follows:

| (In millions)                    | Three Months Ended June 30, |        | Six Months Ended June 30, |         |
|----------------------------------|-----------------------------|--------|---------------------------|---------|
|                                  | 2012                        | 2011   | 2012                      | 2011    |
| Balance at beginning of period   | \$20.1                      | \$21.1 | \$25.7                    | \$22.4  |
| Expense for new warranties       | 7.8                         | 13.6   | 15.6                      | 17.1    |
| Adjustments to existing accruals | 7.5                         | 0.7    | 5.9                       | 1.4     |
| Claims paid                      | (11.6                       | ) (7.1 | ) (23.4                   | ) (12.6 |
| Balance at end of period         | \$23.8                      | \$28.3 | \$23.8                    | \$28.3  |

## Note 9: Pension and Other Postretirement Benefits

The components of net periodic benefit cost were as follows:

| (In millions)                         | Pension Benefits            |        |        |        |                           |         |         |         |
|---------------------------------------|-----------------------------|--------|--------|--------|---------------------------|---------|---------|---------|
|                                       | Three Months Ended June 30, |        |        |        | Six Months Ended June 30, |         |         |         |
|                                       | 2012                        |        | 2011   |        | 2012                      |         | 2011    |         |
|                                       | U.S.                        | Int'l  | U.S.   | Int'l  | U.S.                      | Int'l   | U.S.    | Int'l   |
| Service cost                          | \$3.6                       | \$9.2  | \$2.8  | \$7.7  | \$7.3                     | \$18.6  | \$6.0   | \$14.9  |
| Interest cost                         | 6.9                         | 5.3    | 6.6    | 5.2    | 13.4                      | 10.7    | 13.1    | 10.2    |
| Expected return on plan assets        | (10.0                       | ) (6.5 | ) (9.7 | ) (6.3 | ) (19.9                   | ) (13.1 | ) (19.0 | ) (12.4 |
| Amortization of transition asset      | —                           | —      | —      | (0.2   | ) —                       | (0.1    | ) —     | (0.3    |
| Amortization of actuarial losses, net | 6.4                         | 2.0    | 3.5    | 1.3    | 11.8                      | 4.0     | 6.5     | 2.5     |
| Net periodic benefit cost             | \$6.9                       | \$10.0 | \$3.2  | \$7.7  | \$12.6                    | \$20.1  | \$6.6   | \$14.9  |

| (In millions)                         | Other Postretirement Benefits |          |          |          |                           |          |          |          |
|---------------------------------------|-------------------------------|----------|----------|----------|---------------------------|----------|----------|----------|
|                                       | Three Months Ended June 30,   |          |          |          | Six Months Ended June 30, |          |          |          |
|                                       | 2012                          |          | 2011     |          | 2012                      |          | 2011     |          |
| Service cost                          | \$0.1                         | \$—      | \$0.1    | \$0.1    | \$0.1                     | \$0.1    | \$0.1    | \$0.1    |
| Interest cost                         | 0.1                           | 0.1      | 0.1      | 0.1      | 0.2                       | 0.2      | 0.2      | 0.2      |
| Amortization of prior service benefit | (0.3                          | ) (0.3   | ) (0.6   | ) (0.6   | ) (0.6                    | ) (0.6   | ) (0.6   | ) (0.6   |
| Amortization of actuarial gains, net  | (0.1                          | ) —      | (0.1     | ) (0.1   | ) (0.1                    | ) (0.1   | ) (0.1   | ) (0.1   |
| Net periodic benefit cost             | \$(0.2                        | ) \$(0.2 | ) \$(0.4 | ) \$(0.4 | ) \$(0.4                  | ) \$(0.4 | ) \$(0.4 | ) \$(0.4 |

During the first six months of 2012, we contributed \$16.6 million to our domestic benefit plans and \$12.5 million to our international benefit plans.

## Note 10: Stock-Based Compensation

We have granted awards primarily in the form of nonvested stock units (also known as restricted stock in the plan document)





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under our Amended and Restated Incentive Compensation and Stock Plan (the “Plan”). We recognize compensation expense for awards under the Plan and the corresponding income tax benefits related to the expense. Stock-based compensation expense for nonvested stock awards was \$9.5 million and \$6.7 million for the three months ended June 30, 2012 and 2011, respectively, and \$16.8 million and \$13.7 million for the six months ended June 30, 2012 and 2011, respectively.

In the six months ended June 30, 2012, we granted the following restricted stock awards to employees:

| (Number of restricted stock shares in thousands) | Shares | Weighted-Average Grant Date Fair Value |
|--|--------|--|
| Time-based                                       | 368    |  |
| Performance-based                                | 129    | *                                      |
| Market-based                                     | 65     | *                                      |
| Total Granted                                    | 562    | \$48.67                                |

\* Assumes target payout

For current-year performance-based awards, actual payouts may vary from zero to 259 thousand shares and will be dependent upon our performance relative to a peer group of companies with respect to earnings growth and return on investment for the year ending December 31, 2012. Compensation cost is measured based on the current expected outcome of the performance conditions and may be adjusted until the performance period ends.

For current-year market-based awards, actual payouts may vary from zero to 129 thousand shares, contingent upon our performance relative to the same peer group of companies with respect to total shareholder return (“TSR”). Beginning in 2012, the payout for the TSR metric will continue to be determined based on our performance relative to the peer group, but a payout is possible regardless of whether our TSR for the year is positive or negative. If our TSR for the year is not positive, the payout with respect to TSR is limited to the target previously established by the Compensation Committee of the Board of Directors. Compensation cost for these awards is calculated using the grant date fair market value, as estimated using a Monte Carlo simulation, and is not subject to change based on future events.

#### Note 11: Stockholders’ Equity

There were no cash dividends declared during the three and six months ended June 30, 2012 and 2011.

As of August 2007, 30 million shares were authorized by our Board of Directors to repurchase outstanding shares of common stock through open market purchases. As a result of the two-for-one stock split on March 31, 2011, the authorization was increased to 60 million shares. In December 2011, the Board of Directors authorized an extension of our repurchase program, adding 15 million shares, for a total of 75 million shares.

Repurchase of shares of common stock was as follows:

| (In millions, except share data)   | Three Months Ended |         | Six Months Ended |         |
|------------------------------------|--------------------|---------|------------------|---------|
|                                    | June 30, 2012      | 2011    | June 30, 2012    | 2011    |
| Shares of common stock repurchased | 511,000            | 149,046 | 521,000          | 176,046 |
| Value of common stock repurchased  | \$20.5             | \$6.1   | \$21.0           | \$7.2   |

As of June 30, 2012, approximately 16.8 million shares remained available for purchase under the current program which may be executed from time to time in the open market. We intend to hold repurchased shares in treasury for general corporate purposes, including issuances under our stock-based compensation plan. Treasury shares are accounted for using the cost method.

During the six months ended June 30, 2012, 1.3 million shares were issued from treasury stock in connection with our stock-based compensation plan. During the year ended December 31, 2011, 975 thousand shares were issued from treasury stock.

Accumulated other comprehensive loss consisted of the following:



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| (In millions)                     | Foreign Currency Translation | Hedging    | Defined Pension and Other Post-Retirement Benefits | Accumulated Other Comprehensive Loss |
|-----------------------------------|------------------------------|------------|--|--------------------------------------|
| December 31, 2010                 | \$ (51.7                     | ) \$ 6.1   | \$ (206.5  | ) \$ (252.1                          |
| Other comprehensive income (loss) | (51.1                        | ) (22.8    | ) (117.8   | ) (191.7                             |
| December 31, 2011                 | (102.8                       | ) \$ (16.7 | ) \$ (324.3  | ) \$ (443.8                          |
| Other comprehensive income (loss) | (33.7                        | ) 5.6      | 9.8  | (18.3                                |
| June 30, 2012                     | \$ (136.5                    | ) \$ (11.1 | ) \$ (314.5  | ) \$ (462.1                          |

## Note 12: Derivative Financial Instruments

We hold derivative financial instruments for the purpose of hedging the risks of certain identifiable and anticipated transactions. The types of risks hedged are those relating to the variability of future earnings and cash flows caused by movements in foreign currency exchange rates and interest rates. We hold the following types of derivative instruments:

**Interest rate swap instruments**—The purpose of these instruments is to hedge the uncertainty of anticipated interest expense from variable-rate debt obligations and achieve a fixed net interest rate. At June 30, 2012, we held three instruments that, in the aggregate, hedged the interest expense on \$100.0 million of variable-rate debt.

**Foreign exchange rate forward contracts**—The purpose of these instruments is to hedge the risk of changes in future cash flows of anticipated purchase or sale commitments denominated in foreign currencies. At June 30, 2012, we held the following material positions:

| (In millions)     | Notional Amount Bought (Sold) |   | USD Equivalent |
|-------------------|-------------------------------|---|----------------|
| Australian dollar | 10.4                          |   | 10.7           |
| Brazilian real    | 51.8                          |   | 24.8           |
| British pound     | 4.1                           |   | 6.4            |
| Chinese renminbi  | 153.0                         |   | 24.1           |
| Euro              | 57.5                          |   | 72.8           |
| Kuwaiti dinar     | (6.3                          | ) | (22.4          |
| Norwegian krone   | 2,667.0                       |   | 448.4          |
| Polish zloty      | 40.9                          |   | 12.2           |
| Singapore dollar  | 140.3                         |   | 110.7          |
| U.S. dollar       | (695.5                        | ) | (695.5         |

**Foreign exchange rate instruments embedded in purchase and sale contracts**—The purpose of these instruments is to match offsetting currency payments and receipts for particular projects, or comply with government restrictions on the currency used to purchase goods in certain countries. At June 30, 2012, our portfolio of these instruments included the following material positions:

| (In millions)     | Notional Amount Bought (Sold) |   | USD Equivalent |
|-------------------|-------------------------------|---|----------------|
| Australian dollar | (37.0                         | ) | (37.8          |
| British pound     | 30.9                          |   | 48.4           |
| Euro              | 25.4                          |   | 32.1           |
| Norwegian krone   | (577.2                        | ) | (97.0          |
| U.S. dollar       | 44.2                          |   | 44.2           |

The purpose of our foreign currency hedging activities is to manage the volatility associated with anticipated foreign currency purchases and sales created in the normal course of business. We primarily utilize forward exchange

contracts with maturities of less than three years.

Our policy is to hold derivatives only for the purpose of hedging risks and not for trading purposes where the objective is solely to generate profit. Generally, we enter into hedging relationships such that changes in the fair values or cash flows of the transactions being hedged are expected to be offset by corresponding changes in the fair value of the derivatives. For derivative

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instruments that qualify as a cash flow hedge, the effective portion of the gain or loss of the derivative, which does not include the time value component of a forward currency rate, is reported as a component of other comprehensive income ("OCI") and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings.

The following table of all outstanding derivative instruments is based on estimated fair value amounts that have been determined using available market information and commonly accepted valuation methodologies. Refer to Note 13 for further disclosures related to the fair value measurement process. Accordingly, the estimates presented may not be indicative of the amounts that we would realize in a current market exchange and may not be indicative of the gains or losses we may ultimately incur when these contracts settle or mature.

| (in millions)   | June 30, 2012 |             | December 31, 2011 |             |
|---|---------------|-------------|-------------------|-------------|
|   | Assets        | Liabilities | Assets            | Liabilities |
| Derivatives designated as hedging instruments:          |               |             |                   |             |
| Foreign exchange contracts:                             |               |             |                   |             |
| Current – Derivative financial instruments              | \$15.3        | \$18.3      | \$60.8            | \$58.3      |
| Long-term – Derivative financial instruments            | 20.8          | 28.7        | 26.4              | 28.7        |
| Interest rate contracts:                                |               |             |                   |             |
| Current – Derivative financial instruments              | —             | 0.8         | —                 | 1.6         |
| Long-term – Derivative financial instruments            | —             | —           | —                 | —           |
| Total derivatives designated as hedging instruments     | 36.1          | 47.8        | 87.2              | 88.6        |
| Derivatives not designated as hedging instruments:      |               |             |                   |             |
| Foreign exchange contracts:                             |               |             |                   |             |
| Current – Derivative financial instruments              | 29.7          | 17.9        | 9.1               | 6.7         |
| Long-term – Derivative financial instruments            | 4.2           | 3.8         | 18.2              | 8.3         |
| Total derivatives not designated as hedging instruments | 33.9          | 21.7        | 27.3              | 15.0        |
| Total derivatives                                       | \$70.0        | \$69.5      | \$114.5           | \$103.6     |

We recognized gains of \$1.2 million and \$0.8 million on cash flow hedges for the three months ended June 30, 2012 and 2011, respectively, and gains of \$1.4 million and \$0.9 million for the six months ended June 30, 2012 and 2011, respectively, due to hedge ineffectiveness as it was probable that the original forecasted transaction would not occur. Cash flow hedges of forecasted transactions, net of tax, resulted in accumulated other comprehensive losses of \$11.1 million and \$16.7 million at June 30, 2012, and December 31, 2011, respectively. We expect to transfer an approximate \$9.1 million gain from accumulated OCI to earnings during the next 12 months when the anticipated transactions actually occur. All anticipated transactions currently being hedged are expected to occur by the end of 2015.

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

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|   | Gain (Loss) Recognized in OCI (Effective Portion)   |          |                           |         |          |
|---|---|----------|---------------------------|---------|----------|
|   | Three Months Ended June 30,   |          | Six Months Ended June 30, |         |          |
| (In millions)   | 2012  | 2011     | 2012                      | 2011    |          |
| Interest rate contracts   | \$0.5   | \$(0.1)  | \$0.8                     | \$0.3   |          |
| Foreign exchange contracts  | (12.8)  | ) 11.8   | 7.7                       | 40.0    |          |
| Total   | \$(12.3)  | ) \$11.7 | \$8.5                     | \$40.3  |          |
| Location of Gain (Loss) Reclassified from Accumulated OCI into Income | Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)                         |          |                           |         |          |
|   | Three Months Ended June 30,   |          | Six Months Ended June 30, |         |          |
| (In millions)   | 2012  | 2011     | 2012                      | 2011    |          |
| Foreign exchange contracts:   |   |          |                           |         |          |
| Revenue   |   | \$(1.6)  | ) \$8.0                   | \$2.8   | ) \$12.4 |
| Cost of sales   |   | (1.3)    | ) (0.6)                   | ) (3.9) | ) (2.7)  |
| Selling, general and administrative expense                           |   | (0.1)    | ) 0.1                     | (0.1)   | ) 0.2    |
| Total   |   | \$(3.0)  | ) \$7.5                   | \$(1.2) | ) \$9.9  |
| Location of Gain (Loss) Recognized in Income                          | Gain (Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing) |          |                           |         |          |
|   | Three Months Ended June 30,   |          | Six Months Ended June 30, |         |          |
| (In millions)   | 2012  | 2011     | 2012                      | 2011    |          |
| Foreign exchange contracts:   |   |          |                           |         |          |
| Revenue   |   | \$4.8    | \$6.2                     | \$7.8   | \$8.3    |
| Cost of sales   |   | (5.2)    | ) (4.1)                   | ) (8.1) | ) (7.5)  |
| Total   |   | \$(0.4)  | ) \$2.1                   | \$(0.3) | ) \$0.8  |

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

|                             | Gain (Loss) Recognized in Income on Derivatives (Instruments Not Designated as Hedging Instruments) |          |                           |         |
|-----------------------------|---|----------|---------------------------|---------|
|                             | Three Months Ended June 30,   |          | Six Months Ended June 30, |         |
| (In millions)               | 2012  | 2011     | 2012                      | 2011    |
| Foreign exchange contracts: |   |          |                           |         |
| Revenue                     | \$0.5   | \$7.7    | \$1.6                     | \$10.5  |
| Cost of sales               | 0.2   | (0.6)    | ) (0.3)                   | ) (0.9) |
| Other income (expense), net | (4.2)   | ) 3.4    | 1.1                       | 9.7     |
| Total                       | \$(3.5)   | ) \$10.5 | \$2.4                     | \$19.3  |

## Note 13: Fair Value Measurements

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

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| (In millions)                            | June 30, 2012  |               |               |               | December 31, 2011 |               |                |               |
|--|----------------|---------------|---------------|---------------|-------------------|---------------|----------------|---------------|
|  | Total          | Level 1       | Level 2       | Level 3       | Total             | Level 1       | Level 2        | Level 3       |
| <b>Assets</b>                            |                |               |               |               |                   |               |                |               |
| <b>Investments:</b>                      |                |               |               |               |                   |               |                |               |
| Equity securities                        | \$15.8         | \$15.8        | \$—           | \$—           | \$19.0            | \$19.0        | \$—            | \$—           |
| Fixed income                             | 8.9            | 8.9           | —             | —             | 8.1               | 8.1           | —              | —             |
| Stable value fund                        | 3.3            | —             | 3.3           | —             | 3.3               | —             | 3.3            | —             |
| Other                                    | 2.4            | 2.4           | —             | —             | 2.4               | 2.4           | —              | —             |
| <b>Derivative financial instruments:</b> |                |               |               |               |                   |               |                |               |
| Foreign exchange contracts               | 70.0           | —             | 70.0          | —             | 114.5             | —             | 114.5          | —             |
| <b>Total assets</b>                      | <b>\$100.4</b> | <b>\$27.1</b> | <b>\$73.3</b> | <b>\$—</b>    | <b>\$147.3</b>    | <b>\$29.5</b> | <b>\$117.8</b> | <b>\$—</b>    |
| <b>Liabilities</b>                       |                |               |               |               |                   |               |                |               |
| <b>Derivative financial instruments:</b> |                |               |               |               |                   |               |                |               |
| Interest rate contracts                  | \$0.8          | \$—           | \$0.8         | \$—           | \$1.6             | \$—           | \$1.6          | \$—           |
| Foreign exchange contracts               | 68.7           | —             | 68.7          | —             | 102.0             | —             | 102.0          | —             |
| Contingent earn-out consideration        | 72.1           | —             | —             | 72.1          | 57.5              | —             | —              | 57.5          |
| <b>Total liabilities</b>                 | <b>\$141.6</b> | <b>\$—</b>    | <b>\$69.5</b> | <b>\$72.1</b> | <b>\$161.1</b>    | <b>\$—</b>    | <b>\$103.6</b> | <b>\$57.5</b> |

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

Derivative financial instruments—We use the income approach as the valuation technique to measure the fair value of foreign currency derivative instruments on a recurring basis. This approach calculates the present value of the future cash flow by measuring the change from the derivative contract rate and the published market indicative currency rate, multiplied by the contract notional values. Credit risk is then incorporated by reducing the derivative's fair value in asset positions by the result of multiplying the present value of the portfolio by the counterparty's published credit spread. Portfolios in a liability position are adjusted by the same calculation; however, a spread representing our credit spread is used. Our credit spread, and the credit spread of other counterparties not publicly available are approximated by using the spread of similar companies in the same industry, of similar size and with the same credit rating.

At the present time, we have no credit-risk-related contingent features in our agreements with the financial institutions that would require us to post collateral for derivative positions in a liability position.

See Note 12 for additional disclosure related to derivative financial instruments.

Contingent earn-out consideration —We determined the fair value of the contingent earn-out consideration using a discounted cash flow model. The key assumptions used in applying the income approach are the expected profitability and debt, net of cash, of the acquired company during the earn-out period and the discount rate which approximates our debt credit rating. The fair value measurement is based upon significant inputs not observable in the market.

Changes in the value of the contingent earn-out consideration are recorded as cost of service or other revenue in our condensed consolidated statements of income.

Changes in the fair value of our Level 3 contingent earn-out consideration obligation were as follows:

| (In millions)                           | Three Months Ended June 30, |               | Six Months Ended June 30, |               |
|---|-----------------------------|---------------|---------------------------|---------------|
|   | 2012                        | 2011          | 2012                      | 2011          |
| Balance at beginning of period          | \$60.9                      | \$62.5        | \$57.5                    | \$59.0        |
| Remeasurement adjustment                | 13.7                        | 1.1           | 14.3                      | 1.5           |
| Foreign currency translation adjustment | (2.5)                       | ) 1.7         | 0.3                       | 4.8           |
| <b>Balance at end of period</b>         | <b>\$72.1</b>               | <b>\$65.3</b> | <b>\$72.1</b>             | <b>\$65.3</b> |

Other fair value disclosures—The carrying amounts of cash and cash equivalents, trade receivables, accounts payable, short-





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term debt, commercial paper and debt associated with our term loan and revolving credit facility, as well as amounts included in other current assets and other current liabilities that meet the definition of financial instruments, approximate fair value because of their short-term maturities.

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

Note 14: Commitments and Contingent Liabilities

In the ordinary course of business with customers, vendors and others, we issue standby letters of credit, performance bonds, surety bonds and other guarantees. The majority of these financial instruments represent guarantees of our future performance. Additionally, we were the named guarantor on certain letters of credit and performance bonds issued by our former subsidiary, John Bean Technologies Corporation (“JBT”). Pursuant to the terms of the Separation and Distribution Agreement, dated July 31, 2008, between FMC and JBT (the “JBT Separation and Distribution Agreement”), we are fully indemnified by JBT with respect to certain residual obligations. Management does not expect any of these financial instruments to result in losses that, if incurred, would have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Contingent liabilities associated with legal matters— We are involved in various pending or potential legal actions in the ordinary course of our business. Management is unable to predict the ultimate outcome of these actions, because of the inherent uncertainty of litigation. However, management believes that the most probable, ultimate resolution of these matters will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

In addition, under the Separation and Distribution Agreement, dated May 31, 2001, between FMC Corporation and FMC, FMC Corporation is required to indemnify us for certain claims made prior to our spin-off from FMC Corporation, as well as for other claims related to discontinued operations. Under the JBT Separation and Distribution Agreement, JBT is required to indemnify us for certain claims made prior to the spin-off of our Airport and FoodTech businesses, as well as for certain other claims related to JBT products or business operations. We expect that FMC Corporation will bear responsibility for a majority of these claims initiated subsequent to the spin-off, and that JBT will bear most, if not substantially all, of any responsibility for certain other claims initiated subsequent to the spin-off.

Contingent liabilities associated with liquidated damages—Some of our contracts contain penalty provisions that require us to pay liquidated damages if we are responsible for the failure to meet specified contractual milestone dates and the applicable customer asserts a conforming claim under these provisions. These contracts define the conditions under which our customers may make claims against us for liquidated damages. Based upon the evaluation of our performance and other legal analysis, management believes that we have appropriately accrued for probable liquidated damages at June 30, 2012, and December 31, 2011, and that the ultimate resolution of such matters will not materially affect our consolidated financial position, results of operations or cash flows.

Note 15: Business Segment Information

Segment revenue and segment operating profit were as follows:

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| (In millions)   | Three Months Ended |           | Six Months Ended |           |
|---|--------------------|-----------|------------------|-----------|
|   | June 30,<br>2012   | 2011      | June 30,<br>2012 | 2011      |
| Segment revenue   |                    |           |                  |           |
| Subsea Technologies   | \$945.8            | \$801.0   | \$1,840.7        | \$1,490.5 |
| Surface Technologies  | 413.8              | 310.3     | 791.6            | 601.6     |
| Energy Infrastructure   | 139.4              | 120.2     | 276.4            | 223.2     |
| Other revenue (1) and intercompany eliminations                   | (4.1               | ) (2.1    | ) (17.2          | ) (4.0    |
| Total revenue   | \$1,494.9          | \$1,229.4 | \$2,891.5        | \$2,311.3 |
| Income before income taxes:                                       |                    |           |                  |           |
| Segment operating profit:   |                    |           |                  |           |
| Subsea Technologies   | \$109.7            | \$84.0    | \$184.8          | \$154.0   |
| Surface Technologies  | 84.2               | 56.5      | 162.2            | 107.9     |
| Energy Infrastructure   | 9.1                | 10.7      | 18.4             | 15.2      |
| Total segment operating profit                                    | 203.0              | 151.2     | 365.4            | 277.1     |
| Corporate items:  |                    |           |                  |           |
| Corporate expense (2)   | (10.4              | ) (10.6   | ) (18.9          | ) (19.0   |
| Other revenue (1) and other expense, net (3)                      | (29.7              | ) (2.0    | ) (50.6          | ) (10.2   |
| Net interest expense  | (6.4               | ) (2.1    | ) (9.9           | ) (3.6    |
| Total corporate items   | (46.5              | ) (14.7   | ) (79.4          | ) (32.8   |
| Income before income taxes attributable to FMC Technologies, Inc. | \$156.5            | \$136.5   | \$286.0          | \$244.3   |

(1) Other revenue comprises certain unrealized gains and losses on derivative instruments related to unexecuted sales contracts.

(2) Corporate expense primarily includes corporate staff expenses.

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

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

Segment operating capital employed and assets were as follows:

| (In millions)  | June 30, 2012 | December 31,<br>2011 |
|--|---------------|----------------------|
| Segment operating capital employed (1):                                      |               |                      |
| Subsea Technologies  | \$1,744.1     | \$1,218.2            |
| Surface Technologies   | 811.3         | 620.5                |
| Energy Infrastructure  | 476.3         | 365.5                |
| Total segment operating capital employed                                     | 3,031.7       | 2,204.2              |
| Segment liabilities included in total segment operating capital employed (2) | 1,544.8       | 1,521.1              |
| Corporate (3)  | 437.0         | 545.7                |
| Total assets   | \$5,013.5     | \$4,271.0            |
| Segment assets:  |               |                      |
| Subsea Technologies  | \$2,911.4     | \$2,377.7            |
| Surface Technologies   | 1,086.3       | 879.1                |
| Energy Infrastructure  | 600.5         | 488.0                |
| Intercompany eliminations  | (21.7         | ) (19.5              |
| Total segment assets   | 4,576.5       | 3,725.3              |
| Corporate (3)  | 437.0         | 545.7                |
| Total assets   | \$5,013.5     | \$4,271.0            |



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- FMC's management views segment operating capital employed, which consists of assets, net of its liabilities, as the (1) primary measure of segment capital. Segment operating capital employed excludes debt, pension liabilities, income taxes and LIFO inventory reserves.
- (2) Segment liabilities included in total segment operating capital employed consist of trade and other accounts payable, advance payments and progress billings, accrued payroll and other liabilities.
- (3) Corporate includes cash, LIFO inventory reserves, deferred income tax balances, property, plant and equipment not associated with a specific segment, pension assets and the fair value of derivative financial instruments.

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

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements" intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact contained in this report are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements usually relate to future events and anticipated revenues, earnings, cash flows or other aspects of our operations or operating results. Forward-looking statements are often identified by the words "believe," "expect," "anticipate," "plan," "intend," "foresee," "should," "would," "could," "may," "estimate," "outlook" and similar expressions, including the negative thereof. The absence of these words, however, does not mean that the statements are not forward-looking. These forward-looking statements are based on our current expectations, beliefs and assumptions concerning future developments and business conditions and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate.

All of our forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. Known material factors that could cause actual results to differ materially from those contemplated in the forward-looking statements, include those set forth in Part II, Item 1A, "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q and Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, as well as the following:

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

• Disruptions in the financial and credit markets and its impact on our customers' activity levels, spending for our products and services and ability to pay amounts owed us.

We wish to caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof.

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We undertake no obligation to publicly update or revise any of our forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

CONSOLIDATED RESULTS OF OPERATIONS  
THREE MONTHS ENDED JUNE 30, 2012 AND 2011

| (In millions, except %)                             | Three Months Ended June 30, |           | Change |         |
|---|-----------------------------|-----------|--------|---------|
|   | 2012                        | 2011      | \$     | %       |
| Revenue   | \$1,494.9                   | \$1,229.4 | 265.5  | 21.6    |
| Costs and expenses:                                 |                             |           |        |         |
| Cost of sales                                       | 1,180.3                     | 953.9     | 226.4  | 23.7    |
| Selling, general and administrative expense         | 140.2                       | 116.5     | 23.7   | 20.3    |
| Research and development expense                    | 26.3                        | 21.6      | 4.7    | 21.8    |
| Total costs and expenses                            | 1,346.8                     | 1,092.0   | 254.8  | 23.3    |
| Other income (expense), net                         | 16.1                        | 2.5       | 13.6   | *       |
| Net interest expense                                | (6.4                        | ) (2.1    | ) (4.3 | ) 204.8 |
| Income before income taxes                          | 157.8                       | 137.8     | 20.0   | 14.5    |
| Provision for income taxes                          | 44.6                        | 42.2      | 2.4    | 5.7     |
| Net income  | 113.2                       | 95.6      | 17.6   | 18.4    |
| Net income attributable to noncontrolling interests | (1.3                        | ) (1.3    | ) —    | —       |
| Net income attributable to FMC Technologies, Inc    | \$111.9                     | \$94.3    | 17.6   | 18.7    |

\* Not meaningful

Revenue increased by \$265.5 million in the second quarter of 2012 compared to the prior-year quarter and reflected revenue growth in all business segments. Revenue in the second quarter of 2012 included an \$85.4 million unfavorable impact of foreign currency translation, compared to the prior-year quarter. Subsea systems and services had strong order activity during the second quarter of 2012. The impact of the higher backlog coming into the second quarter of 2012 led to increased Subsea Technologies sales year-over-year. Additionally, Surface Technologies posted higher revenue during the second quarter of 2012 from higher backlog entering the quarter. The higher backlog was due to increased demand for Weco®/Chiksan® equipment and well service pumps related to the ongoing strength of the North American oil and gas shale markets. Surface wellhead also posted higher revenue primarily in the North American and Asia Pacific markets.

Gross profit (revenue less cost of sales) decreased as a percentage of sales to 21.0% in the second quarter of 2012, from 22.4% in the prior-year quarter. The margin decline was predominantly due to the remeasurement of the MPM contingent earn-out consideration, conversion of lower margin subsea backlog, inefficiencies of integrating a rapidly increasing workforce and higher project execution costs, partially offset by margin improvements in Surface Technologies due to higher margin surface wellhead volumes. Gross profit for the second quarter of 2012, included a \$16.9 million unfavorable impact of foreign currency translation.

Selling, general and administrative expense increased by \$23.7 million year-over-year, driven by increased bid activity and additional staffing to support expanding operations.

Research and development expense increased by \$4.7 million year-over-year as we continued to advance new technologies pertaining primarily to subsea processing capabilities.

Other income (expense), net, reflected \$2.3 million in losses and \$2.5 million in gains during the three months ended June 30, 2012 and 2011, respectively, from the remeasurement of foreign currency exposures. We also recognized a \$20.0 million gain related to the fair valuation of our previously held equity interest in Schilling during the three months ended June 30, 2012.

Our income tax provisions for the second quarter of 2012 and 2011, reflected effective tax rates of 28.5% and 30.9%, respectively. The decrease in the effective tax rate year-over-year was primarily due to changes in our international structure during 2012 and a favorable change in the forecasted country mix of earnings, partially offset by higher charges related to unrecognized tax benefits. Our effective tax rate can fluctuate depending on our country mix of earnings, since our foreign

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earnings are generally subject to lower tax rates than in the United States. In certain jurisdictions, primarily Singapore and Malaysia, our tax rate is significantly less than the relevant statutory rate due to tax holidays. The cumulative balance of foreign earnings for which no provision for U.S. income taxes has been recorded was \$1,133 million at June 30, 2012. The Company would need to accrue and pay U.S. tax on such undistributed earnings if these funds were repatriated. The Company has no current intention to repatriate these earnings.

**Business Outlook**

Overall, management remains optimistic about business activity for the second half of 2012 and entering 2013. Although, average crude oil prices decreased in the second quarter of 2012 as compared to the first quarter of 2012, crude oil prices have somewhat recovered. Expectations of future energy demand are closely tied to economic activity in major world economies. Despite expectations of slow global economic growth, total world consumption of crude oil and liquid fuels is expected to slightly increase in 2013. As a result, we expect crude oil prices to remain at a level that supports strong exploration and production activity, especially in subsea markets, through the remainder of 2012 and entering 2013.

Our strong subsea project backlog as of June 30, 2012, combined with continued strong demand for subsea services related to exploration and production activity, supports our expectations of higher subsea revenue and increasing margins during the second half of 2012. Although our margins over the last few quarters were negatively impacted due, in part, to our rapidly increasing workforce, we believe the workforce additions are preparing us for further subsea market growth. In addition, we believe market demand will remain strong for our subsea technologies systems and service offerings worldwide. Regarding our surface technologies portfolio, North American shale activity remained strong during the first half of 2012; however, we are experiencing a slowdown in capital orders as a result of hydraulic fracturing fleets aligning with market demand. This is likely to have an impact on segment revenue and profits in the second half of 2012.

**OPERATING RESULTS OF BUSINESS SEGMENTS**  
**THREE MONTHS ENDED JUNE 30, 2012 AND 2011**

| (In millions, except %)                           | Three Months Ended June 30, |           | Change  |           |    |
|---|-----------------------------|-----------|---------|-----------|----|
|   | 2012                        | 2011      | \$      | %         |    |
| <b>Revenue</b>                                    |                             |           |         |           |    |
| Subsea Technologies                               | \$945.8                     | \$801.0   | 144.8   | 18.1      | %  |
| Surface Technologies                              | 413.8                       | 310.3     | 103.5   | 33.4      | %  |
| Energy Infrastructure                             | 139.4                       | 120.2     | 19.2    | 16.0      | %  |
| Other revenue and intercompany eliminations       | (4.1                        | ) (2.1    | ) (2.0  | ) *       |    |
| Total revenue                                     | \$1,494.9                   | \$1,229.4 | 265.5   | 21.6      | %  |
| <b>Segment Operating Profit</b>                   |                             |           |         |           |    |
| Subsea Technologies                               | \$109.7                     | \$84.0    | 25.7    | 30.6      | %  |
| Surface Technologies                              | 84.2                        | 56.5      | 27.7    | 49.0      | %  |
| Energy Infrastructure                             | 9.1                         | 10.7      | (1.6    | ) (15.0   | )% |
| Total segment operating profit                    | 203.0                       | 151.2     | 51.8    | 34.3      | %  |
| <b>Corporate Items</b>                            |                             |           |         |           |    |
| Corporate expense                                 | (10.4                       | ) (10.6   | ) 0.2   | (1.9      | )% |
| Other revenue and other expense, net              | (29.7                       | ) (2.0    | ) (27.7 | ) 1,385.0 | %  |
| Net interest expense                              | (6.4                        | ) (2.1    | ) (4.3  | ) 204.8   | %  |
| Total corporate items                             | (46.5                       | ) (14.7   | ) (31.8 | ) 216.3   | %  |
| Income before income taxes                        | 156.5                       | 136.5     | 20.0    | 14.7      | %  |
| Provision for income taxes                        | 44.6                        | 42.2      | 2.4     | 5.7       | %  |
| Net income attributable to FMC Technologies, Inc. | \$111.9                     | \$94.3    | 17.6    | 18.7      | %  |



\* Not meaningful

Segment operating profit is defined as total segment revenue less segment operating expenses. The following items have been excluded in computing segment operating profit: corporate staff expense, interest income and expense associated with

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corporate investments and debt facility, income taxes and other revenue and other expense, net.

Subsea Technologies

Subsea Technologies' revenue increased \$144.8 million year-over-year. Revenue for the second quarter of 2012 included a \$72.8 million unfavorable impact of foreign currency translation, compared to the prior-year quarter. Excluding the impact of foreign currency translation, total revenue increased by \$217.6 million year-over-year. Subsea Technologies revenue is primarily impacted by the level of backlog conversion and trends in oil and gas exploration and production activity. We entered the quarter with solid subsea backlog and continued to have strong subsea systems and service order activity during the second quarter of 2012.

Subsea Technologies' operating profit in the second quarter of 2012 totaled \$109.7 million, or 11.6% of revenue, compared to the prior-year quarter's operating profit as a percentage of revenue of 10.5%. Subsea Technologies' operating profit in the second quarter of 2012 included the gain on our previously held equity interest in Schilling and other purchase price adjustments which had a combined net benefit in the period of \$13.2 million. Excluding this net benefit, the year-over-year margin decline was predominantly due to the conversion of lower margin subsea backlog, inefficiencies of integrating a rapidly increasing workforce and higher project execution costs. Foreign currency translation unfavorably impacted operating profit in the second quarter of 2012 by \$9.3 million compared to the prior-year quarter.

Surface Technologies

Surface Technologies' revenue increased by \$103.5 million year-over-year. The increase was driven by demand for fluid control products, particularly Weco<sup>®</sup>/Chiksan<sup>®</sup> equipment, coupled with an increased demand for well service pumps due to the strength of North American oil and gas shale activity. In addition, surface wellhead markets in North America also led to revenue growth year-over-year primarily due to conventional wellhead system sales and increased services related to hydraulic fracturing activity, coupled with increased revenue in Asia Pacific due to conventional wellhead system sales.

Surface Technologies' operating profit in the second quarter of 2012 totaled \$84.2 million, or 20.3% of revenue, compared to the prior-year quarter's operating profit as a percentage of revenue of 18.2%. The margin improvement was primarily driven by improved margins in surface wellhead in North America due to increased services related to hydraulic fracturing activity and strengthened international performance.

Energy Infrastructure

Energy Infrastructure's revenue increased by \$19.2 million year-over-year. The increase was driven by demand for our measurement solutions products and services due to the strength of North American oil and gas shale activity and increased sales volumes in material handling.

Energy Infrastructure's operating profit in the first quarter of 2012 totaled \$9.1 million, or 6.5% of revenue, compared to the prior-year quarter's operating profit as a percentage of revenue of 8.9%. The margin decline was primarily driven by our loading systems business from higher costs on projects.

Corporate Items

Our corporate items reduced earnings by \$46.5 million in 2012, compared to \$14.7 million in 2011. The year-over-year increase primarily reflected the following:

- unfavorable variance in foreign currency gains and losses of \$8.0 million;
- unfavorable variance related to the remeasurement of the MPM contingent earn-out consideration of \$12.6 million;
- unfavorable variance related to higher pension expense of \$3.6 million; and an
- unfavorable variance related to higher interest expense of \$4.3 million.

Inbound Orders and Order Backlog

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

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| (In millions)                       | Inbound Orders              |           |                           |           |
|-------------------------------------|-----------------------------|-----------|---------------------------|-----------|
|                                     | Three Months Ended June 30, |           | Six Months Ended June 30, |           |
|                                     | 2012                        | 2011      | 2012                      | 2011      |
| Subsea Technologies                 | \$878.2                     | \$947.3   | \$2,307.0                 | \$1,887.2 |
| Surface Technologies                | 365.7                       | 451.5     | 790.4                     | 726.7     |
| Energy Infrastructure               | 146.4                       | 124.0     | 338.6                     | 272.9     |
| Intercompany eliminations and other | (3.7                        | ) (0.2    | ) (1.4                    | ) (2.4    |
| Total inbound orders                | \$1,386.6                   | \$1,522.6 | \$3,434.6                 | \$2,884.4 |

Order backlog is calculated as the estimated sales value of unfilled, confirmed customer orders at the reporting date. Translation negatively affected backlog by \$286.2 million and \$214.8 million for the three and six months ended June 30, 2012, respectively, and positively affected backlog by \$97.8 million and \$219.7 million for the three and six months ended June 30, 2011, respectively.

| (In millions)             | Order Backlog |                      |               |
|---------------------------|---------------|----------------------|---------------|
|                           | June 30, 2012 | December 31,<br>2011 | June 30, 2011 |
| Subsea Technologies       | \$4,347.7     | \$4,090.0            | \$4,193.1     |
| Surface Technologies      | 573.6         | 577.7                | 537.7         |
| Energy Infrastructure     | 284.7         | 226.9                | 236.9         |
| Intercompany eliminations | (1.3          | ) (18.2              | ) (3.4        |
| Total order backlog       | \$5,204.7     | \$4,876.4            | \$4,964.3     |

Order backlog for Subsea Technologies at June 30, 2012, increased by \$257.7 million compared to December 31, 2011, reflecting a significant order of approximately \$925 million from Petrobras related to our Pre-Salt Tree award. Backlog of \$4.3 billion at June 30, 2012, was composed of various subsea projects, including BG Norge's Knarr; BP's Block 18; Chevron's Wheatstone; ExxonMobil's Hibernia Southern Extension; Petrobras' Tree and Manifold Frame Agreements, Congro & Corvina, and Pre-Salt Tree award; Shell's Prelude, Bonga, and West Boreas; Statoil's Statfjord Workover System and Fram H Nord; Total's CLOV and GirRI; and Woodside's Greater Western Flank.

Surface Technologies' order backlog at June 30, 2012, decreased by \$4.1 million compared to December 31, 2011. The decrease was due to lower inbound orders in our fluid control business and conversion of year-end 2011 backlog, partially offset by strong inbound orders in surface wellhead, during the six months ended June 30, 2012.

Energy Infrastructure's order backlog at June 30, 2012, increased by \$57.8 million compared to December 31, 2011, reflecting a significant order in our loading systems business from Shell related to the Prelude floating liquefied natural gas project. The increase was also due to strong overall inbound orders in our measurement solutions businesses during the six months ended June 30, 2012.

CONSOLIDATED RESULTS OF OPERATIONS  
SIX MONTHS ENDED JUNE 30, 2012 AND 2011

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| (In millions, except %)                             | Six Months Ended June 30, |           | Change |       |   |
|---|---------------------------|-----------|--------|-------|---|
|   | 2012                      | 2011      | \$     | %     |   |
| Revenue   | \$2,891.5                 | \$2,311.3 | 580.2  | 25.1  | % |
| Costs and expenses:                                 |                           |           |        |       |   |
| Cost of sales                                       | 2,284.0                   | 1,796.6   | 487.4  | 27.1  | % |
| Selling, general and administrative expense         | 276.4                     | 231.7     | 44.7   | 19.3  | % |
| Research and development expense                    | 53.1                      | 38.2      | 14.9   | 39.0  | % |
| Total costs and expenses                            | 2,613.5                   | 2,066.5   | 547.0  | 26.5  | % |
| Other income (expense), net                         | 20.1                      | 4.9       | 15.2   | *     |   |
| Net interest expense                                | (9.9)                     | (3.6)     | (6.3)  | 175.0 | % |
| Income before income taxes                          | 288.2                     | 246.1     | 42.1   | 17.1  | % |
| Provision for income taxes                          | 75.3                      | 64.8      | 10.5   | 16.2  | % |
| Net income  | 212.9                     | 181.3     | 31.6   | 17.4  | % |
| Net income attributable to noncontrolling interests | (2.2)                     | (1.8)     | (0.4)  | 22.2  | % |
| Net income attributable to FMC Technologies, Inc    | \$210.7                   | \$179.5   | 31.2   | 17.4  | % |

\* Not meaningful

Revenue increased by \$580.2 million in 2012 compared to the prior year and reflected revenue growth in all business segments. Revenue in 2012 included a \$99.8 million unfavorable impact of foreign currency translation, compared to the prior-year. Subsea systems and services had strong order activity during the first half of 2012. The impact of the higher backlog coming into 2012 led to increased Subsea Technologies sales year-over-year. Additionally, Surface Technologies posted higher revenue during the first half of 2012 from higher backlog entering the year. The higher backlog was due to increased demand for Weco<sup>®</sup>/Chiksan<sup>®</sup> equipment and well service pumps due to the ongoing strength of the North American oil and gas shale markets. Surface wellhead also posted higher revenue primarily in the North American and Asia Pacific markets.

Gross profit (revenue less cost of sales) decreased as a percentage of sales to 21.0% in the first half of 2012, from 22.3% in the prior year. The margin decline was predominantly due to the remeasurement of the MPM contingent earn-out consideration, conversion of lower margin subsea backlog, inefficiencies of integrating a rapidly increasing workforce and higher project execution costs, partially offset by margin improvements in Surface Technologies due to higher margin surface wellhead volumes. Gross profit for the first half of 2012, included a \$19.8 million unfavorable impact of foreign currency translation.

Selling, general and administrative expense increased by \$44.7 million year-over-year, driven by increased bid activity and additional staffing to support expanding operations.

Research and development expense increased by \$14.9 million year-over-year as we continued to advance new technologies pertaining primarily to subsea processing capabilities.

Other income (expense), net, reflected \$0.8 million in losses and \$2.7 million in gains during the six months ended June 30, 2012 and 2011, respectively, from the remeasurement of foreign currency exposures. We also recognized a \$20.0 million gain related to the fair valuation of our previous held equity interest in Schilling during the six months ended June 30, 2012.

Our income tax provisions for the first six months of 2012 and 2011, reflected effective tax rates of 26.3% and 26.5%, respectively. Excluding a benefit related to recognizing a retroactive tax holiday in Singapore in the first quarter of 2011, our effective rate for income taxes in the first six months of 2011 was 29.5%. The decrease from this adjusted rate to our effective tax rate in the first six months of 2012 was primarily due to changes in our international structure during 2012, partially offset by higher charges related to unrecognized tax benefits. Our effective tax rate can fluctuate depending on our country mix of earnings, since our foreign earnings are generally subject to lower tax rates than in the United States. In certain jurisdictions, primarily Singapore and Malaysia, our tax rate is significantly less than the relevant statutory rate due to tax holidays. The cumulative balance of foreign earnings for which no provision for U.S.

income taxes has been recorded was \$1,133 million at June 30, 2012. The Company would need to accrue and pay U.S. tax on such undistributed earnings if these funds were repatriated. The Company has no current intention to repatriate these earnings.

OPERATING RESULTS OF BUSINESS SEGMENTS

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## SIX MONTHS ENDED JUNE 30, 2012 AND 2011

| (In millions, except %)                           | Six Months Ended June 30, |           | Change |       |    |
|---|---------------------------|-----------|--------|-------|----|
|   | 2012                      | 2011      | \$     | %     |    |
| Revenue   |                           |           |        |       |    |
| Subsea Technologies                               | \$1,840.7                 | \$1,490.5 | 350.2  | 23.5  | %  |
| Surface Technologies                              | 791.6                     | 601.6     | 190.0  | 31.6  | %  |
| Energy Infrastructure                             | 276.4                     | 223.2     | 53.2   | 23.8  | %  |
| Other revenue and intercompany eliminations       | (17.2)                    | (4.0)     | (13.2) | *     |    |
| Total revenue                                     | \$2,891.5                 | \$2,311.3 | 580.2  | 25.1  | %  |
| Segment Operating Profit                          |                           |           |        |       |    |
| Subsea Technologies                               | \$184.8                   | \$154.0   | 30.8   | 20.0  | %  |
| Surface Technologies                              | 162.2                     | 107.9     | 54.3   | 50.3  | %  |
| Energy Infrastructure                             | 18.4                      | 15.2      | 3.2    | 21.1  | %  |
| Total segment operating profit                    | 365.4                     | 277.1     | 88.3   | 31.9  | %  |
| Corporate Items                                   |                           |           |        |       |    |
| Corporate expense                                 | (18.9)                    | (19.0)    | 0.1    | (0.5) | %) |
| Other revenue and other expense, net              | (50.6)                    | (10.2)    | (40.4) | 396.1 | %  |
| Net interest expense                              | (9.9)                     | (3.6)     | (6.3)  | 175.0 | %  |
| Total corporate items                             | (79.4)                    | (32.8)    | (46.6) | 142.1 | %  |
| Income before income taxes                        | 286.0                     | 244.3     | 41.7   | 17.1  | %  |
| Provision for income taxes                        | 75.3                      | 64.8      | 10.5   | 16.2  | %  |
| Net income attributable to FMC Technologies, Inc. | \$210.7                   | \$179.5   | 31.2   | 17.4  | %  |

\* Not meaningful

Segment operating profit is defined as total segment revenue less segment operating expenses. The following items have been excluded in computing segment operating profit: corporate staff expense, interest income and expense associated with corporate investments and debt facility, income taxes and other revenue and other expense, net.

Subsea Technologies

Subsea Technologies' revenue increased \$350.2 million year-over-year. Revenue for the six months ended June 30, 2012 included an \$83.7 million unfavorable impact of foreign currency translation, compared to the prior-year. Excluding the impact of foreign currency translation, total revenue increased by \$433.9 million year-over-year. Subsea Technologies revenue is primarily impacted by the level of backlog conversion and trends in oil and gas exploration and production activity. We entered the year with record subsea backlog and continued to have strong order activity during the first six months of 2012, including our Pre-Salt Tree award with Petrobras.

Subsea Technologies' operating profit in the first half of 2012 totaled \$184.8 million, or 10.0% of revenue, compared to the prior-year's operating profit as a percentage of revenue of 10.3%. Subsea Technologies' operating profit in the first half of 2012 included the gain on our previously held equity interest in Schilling and other purchase price adjustments which had a combined net benefit in the period of \$13.2 million. Excluding this net benefit, the year-over-year margin decline was predominantly due to the conversion of lower margin subsea backlog, inefficiencies of integrating a rapidly increasing workforce and higher project execution costs. Foreign currency translation unfavorably impacted operating profit in 2012 by \$10.4 million compared to the prior year.

Surface Technologies

Surface Technologies' revenue increased by \$190.0 million year-over-year. The increase was driven by strong demand for fluid control products, particularly Weco®/Chiksan® equipment, coupled with an increased demand for well service pumps due to the strength of North American oil and gas shale activity. In addition, surface wellhead markets in North America also led to revenue growth year-over-year primarily due to conventional wellhead system sales and

increased services related to hydraulic

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fracturing activity, coupled with increased revenue in Asia Pacific due to conventional wellhead system sales. Surface Technologies' operating profit in the first half of 2012 totaled \$162.2 million, or 20.5% of revenue, compared to the prior-year's operating profit as a percentage of revenue of 17.9%. The margin improvement was primarily driven by improved margins in surface wellhead due to increased services related to hydraulic fracturing activity and strengthening international performance.

## Energy Infrastructure

Energy Infrastructure's revenue increased by \$53.2 million year-over-year. The increase was driven by strong demand for our measurement solutions products and services due to the strength of North American oil and gas shale activity and increased sales volumes in material handling.

Energy Infrastructure's operating profit totaled \$18.4 million, or 6.6% of revenue, in 2012, compared to the prior-year's operating profit as a percentage of revenue of 6.8%. The margin decline was primarily driven by higher costs on loading system projects and higher margin projects in the first half of 2011 in separations systems.

## Corporate Items

Our corporate items reduced earnings by \$79.4 million in 2012, compared to \$32.8 million in 2011. The year-over-year increase primarily reflected the following:

- unfavorable variance in foreign currency gains and losses of \$17.9 million;
- unfavorable variance related to the remeasurement of the MPM contingent earn-out consideration of \$12.8 million;
- unfavorable variance related to higher pension expense of \$5.8 million; and an
- unfavorable variance related to higher interest expense of \$6.3 million.

## LIQUIDITY AND CAPITAL RESOURCES

Our cash is held in numerous locations throughout the world, with substantially all of our cash balances held outside the United States. Cash held outside the United States is generally used to meet the liquidity needs of our non-U.S. operations. Most of our cash held outside the United States could be repatriated to the United States, but under current law, any such repatriation would be subject to U.S. federal income tax, as adjusted for applicable foreign tax credits. We have provided for U.S. federal income taxes on undistributed foreign earnings where we have determined that such earnings are not indefinitely reinvested.

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

We were in a net debt position at June 30, 2012. Net debt, or net cash, is a non-GAAP measure reflecting debt, net of cash and cash equivalents. Management uses this non-GAAP measure to evaluate our capital structure and financial leverage. We believe that net (debt) cash is a meaningful measure of our financial leverage and can assist investors in understanding our results and recognizing underlying trends. This measure supplements disclosures required by GAAP. The following table provides details of the balance sheet classifications included in net (debt) cash.

| (In millions)   | June 30, 2012 | December 31, 2011 |
|---|---------------|-------------------|
| Cash and cash equivalents                             | \$275.3       | \$344.0           |
| Short-term debt and current portion of long-term debt | (102.1        | ) (587.6          |
| Long-term debt, less current portion                  | (1,114.1      | ) (36.0           |
| Net debt  | \$(940.9      | ) \$(279.6        |

The change in our net debt position was primarily due to payments for acquisitions, capital expenditures and increased borrowings to fund working capital requirements, partially offset by higher net income during the six months ended June 30, 2012.





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## Cash Flows

We used \$109.5 million and generated \$120.1 million in cash flows from operating activities during the six months ended June 30, 2012 and 2011, respectively. The decrease in cash flows from operating activities year-over-year was primarily due to changes in our working capital driven by our portfolio of projects. Our working capital balances can vary significantly depending on the payment and delivery terms on key contracts. This unfavorable change was partially offset by higher net income.

During the six months ended June 30, 2012, cash flows required by investing activities totaled \$518.3 million, consisting of amounts required to fund capital expenditures and acquisitions. Capital expenditures totaled \$191.1 million, an increase of \$88.3 million year-over-year, primarily reflecting our investment in capacity expansion, tooling, rental tools and equipment upgrades. Additionally, cash required, net of cash acquired, for our acquisitions of Schilling and CSI totaled \$328.6 million during the six months ended June 30, 2012.

Cash provided by financing activities was \$559.3 million and \$91.9 million for the six months ended June 30, 2012 and 2011, respectively. The year-over-year change was primarily related to an increase in borrowings from our commercial paper program and proceeds from long-term debt to fund capital expenditures, acquisitions, and working capital needs.

## Debt and Liquidity

The following is a summary of our credit facility at June 30, 2012:

| (In millions)<br>Description        | Amount    | Debt<br>Outstanding | Commercial<br>Paper<br>Outstanding (a) | Letters<br>of<br>Credit | Unused<br>Capacity | Maturity   |
|-------------------------------------|-----------|---------------------|--|-------------------------|--------------------|------------|
| Five-year revolving credit facility | \$1,500.0 | \$375.0             | \$ 732.3                               | \$6.0                   | \$386.7            | March 2017 |

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

Committed credit available under our revolving credit facility provides the ability to issue our commercial paper obligations on a long-term basis. We had \$732.3 million of commercial paper issued under our facility at June 30, 2012. As we had both the ability and intent to refinance these obligations on a long-term basis, our commercial paper borrowings were classified as long-term in the accompanying condensed consolidated balance sheets at June 30, 2012.

## Credit Risk Analysis

Valuations of derivative assets and liabilities reflect the value of the instruments, including the values associated with counterparty risk. These values must also take into account our credit standing, thus including in the valuation of the derivative instrument the value of the net credit differential between the counterparties to the derivative contract. Our methodology includes the impact of both counterparty and our own credit standing. Additional information about credit risk is incorporated herein by reference from Note 13 to our condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q.

## Outlook

Historically, we have generated our capital resources primarily through operations and, when needed, through our credit facility. The volatility in credit, equity and commodity markets creates some uncertainty for our businesses.

However, management believes, based on our current financial condition, existing backlog levels and current expectations for future market conditions, that we will continue to meet our short- and long-term liquidity needs with a combination of cash on hand, cash generated from operations and our credit facility.

We project spending approximately \$350 million during 2012 for capital expenditures, largely for capacity expansion in our subsea technologies manufacturing, and tools necessary to expand offshore service capabilities. We expect to make contributions of approximately \$13.0 million and \$21.7 million to our domestic pension plans and international pension plans during the remainder of 2012, respectively. Actual contribution amounts are dependent upon plan investment returns, changes in pension obligations, regulatory environments and other economic factors. We update

our pension estimates annually during the fourth quarter or more frequently upon the occurrence of significant events. Further, we expect to continue our stock repurchases authorized by our Board, with the timing and amounts of these repurchases dependent upon market conditions and

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liquidity.

We have \$386.7 million of capacity available under our credit facility that we expect to utilize if working capital needs temporarily increase in response to market demand. We also continue to evaluate acquisitions, divestitures and joint ventures that meet our strategic priorities. Our intent is to maintain a level of financing sufficient to meet these objectives.

### CRITICAL ACCOUNTING ESTIMATES

Refer to our Annual Report on Form 10-K for the year ended December 31, 2011, for a discussion of our critical accounting estimates. During the six months ended June 30, 2012, there were no material changes in our judgments and assumptions associated with the development of our critical accounting estimates.

### RECENTLY ISSUED ACCOUNTING STANDARDS

In December 2011, the FASB issued an update to existing disclosure guidance for offsetting (netting) assets and liabilities. The updated guidance requires entities to disclose both gross information and net information of recognized financial instruments, derivative instruments, and transactions eligible for offset in the consolidated balance sheet and instruments and transactions subject to an agreement similar to a master netting arrangement. The updated guidance is to be applied retrospectively, effective January 1, 2013. We believe the adoption of this guidance concerns disclosure only and will not have an impact on our consolidated financial position or results of operations.

Management believes that other recently issued accounting standards, which are not yet effective, will not have a material impact on our condensed consolidated financial statements upon adoption.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in reported market risks from the information reported in our Annual Report on Form 10-K for the year ended December 31, 2011.

### ITEM 4. CONTROLS AND PROCEDURES

Under the direction of our principal executive officer and principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2012. Our disclosure controls and procedures are designed to:

i) ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms; and

ii) ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in internal controls identified in the evaluation for the quarter ended June 30, 2012, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act.

## PART II—OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

We are involved in various pending or potential legal actions in the ordinary course of our business. Management is unable to predict the ultimate outcome of these actions, because of the inherent uncertainty of litigation. However, management believes that the most probable, ultimate resolution of these matters will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

### ITEM 1A. RISK FACTORS

As of the date of this filing, there have been no material changes or updates in our risk factors that were previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011.

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

We had no unregistered sales of equity securities during the three months ended June 30, 2012.



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The following table summarizes repurchases of our common stock during the three months ended June 30, 2012.

## ISSUER PURCHASES OF EQUITY SECURITIES

| Period                       | Total Number of Shares Purchased (a) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs (b) |
|------------------------------|--------------------------------------|------------------------------|--|--|
| April 1, 2012—April 30, 2012 | 3,290                                | \$46.78                      | —  | 17,269,918   |
| May 1, 2012—May 31, 2012     | 31,420                               | \$43.06                      | —  | 17,269,918   |
| June 1, 2012—June 30, 2012   | 533,550                              | \$40.08                      | 511,000  | 16,758,918   |
| Total                        | 568,260                              | \$40.28                      | 511,000  | 16,758,918   |

(a) Represents 511,000 shares of common stock repurchased and held in treasury and 57,260 shares of common stock purchased and held in an employee benefit trust established for the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan. In addition to these shares purchased on the open market, we sold 22,700 shares of registered common stock held in this trust, as directed by the beneficiaries during the three months ended June 30, 2012.

(b) In 2005, we announced a repurchase plan approved by our Board of Directors authorizing the repurchase of up to two million shares of our issued and outstanding common stock through open market purchases. The Board of Directors authorized extensions of this program, adding five million shares in February 2006 and eight million shares in February 2007 for a total of 15 million shares of common stock authorized for repurchase. As a result of the two-for-one stock splits (i) on August 31, 2007, the authorization was increased to 30 million shares; and (ii) on March 31, 2011, the authorization was increased to 60 million shares. In December 2011, the Board of Directors authorized an extension of our repurchase program, adding 15 million shares, for a total of 75 million shares. In addition to the 75 million shares, in July 2008, the Board of Directors authorized the repurchase of \$95.0 million of our outstanding common stock, and as of September 2008, there was no remaining amount available for purchase under the \$95.0 million authorization.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

## ITEM 5. OTHER INFORMATION

None

## ITEM 6. EXHIBITS

(a) Exhibits

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| Number in Exhibit Table | Description   |
|-------------------------|---|
| 2.1                     | Separation and Distribution Agreement by and between FMC Corporation and FMC Technologies, Inc., dated as of May 31, 2001 (incorporated by reference from Exhibit 2.1 to the Form S-1/A filed on June 6, 2001) (Registration No. 333-55920).  |
| 2.2                     | Separation and Distribution Agreement by and between FMC Technologies, Inc. and John Bean Technologies Corporation, dated July 31, 2008 (incorporated by reference from Exhibit 2.1 to the Current Report on Form 8-K filed on August 6, 2008) (File No. 001-16489).  |
| 2.2.a                   | Amendment, dated October 25, 2010, by and between FMC Technologies, Inc. and John Bean Technologies Corporation that amends the Separation and Distribution Agreement by and between FMC Technologies, Inc. and John Bean Technologies Corporation, dated July 31, 2008 (incorporated by reference from Exhibit 2.2.a to the Quarterly Report on Form 10-Q filed on November 3, 2010) (File No. 001-16489). |
| 3.1                     | Amended and Restated Certificate of Incorporation of FMC Technologies, Inc. (incorporated by reference from Exhibit 3.1 to the Quarterly Report on Form 10-Q filed on August 7, 2009) (File No. 001-16489).   |
| 3.1.a                   | Second Certificate of Amendment of Amended and Restated Certificate of Incorporation of FMC Technologies, Inc. (incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed on May 12, 2011) (File No. 001-16489).   |
| 3.1.b                   | Third Certificate of Amendment to the Amended and Restated Certificate of Incorporation of FMC Technologies, Inc. (incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed on May 4, 2012) (File No. 001-16489).   |
| 3.2                     | Amended and Restated Bylaws of FMC Technologies, Inc. (incorporated by reference from Exhibit 3.2 to the Quarterly Report on Form 10-Q filed on November 3, 2010) (File No. 001-16489).   |
| 4.1                     | Form of Specimen Certificate for the Company's Common Stock (incorporated by reference from Exhibit 4.1 to the Form S-1/A filed on May 4, 2001) (File No. 333-55920).   |
| 4.2                     | Rights Agreement, dated as of June 5, 2001, between FMC Technologies, Inc. and Computershare Investor Services, LLC, as Rights Agent (incorporated by reference from Exhibit 4.2 to the Form S-8 filed on June 14, 2001) (Registration No. 333-62996).  |
| 4.2.a                   | Amendment to Rights Agreement, dated as of September 8, 2009, between FMC Technologies, Inc. and National City Bank, as Rights Agent (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K filed on September 14, 2009) (File No. 001-16489).   |
| 10.1                    | Securities Purchase Agreement by and among FMC Technologies, Inc., Schilling Robotics, Inc., Schilling Robotics, LLC and Tyler Schilling, dated April 25, 2012.   |
| 31.1                    | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a).   |
| 31.2                    | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a).   |

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32.1 \* Certification of Chief Executive Officer Under Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.

32.2 \* Certification of Chief Financial Officer Under Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.

| Number in Exhibit Table | Description                          |
|-------------------------|--------------------------------------|
| 101.INS                 | XBRL Instance Document.              |
| 101.SCH                 | XBRL Schema Document.                |
| 101.CAL                 | XBRL Calculation Linkbase Document.  |
| 101.DEF                 | XBRL Definition Linkbase Document.   |
| 101.LAB                 | XBRL Label Linkbase Document.        |
| 101.PRE                 | XBRL Presentation Linkbase Document. |

\* Furnished with this Quarterly Report on Form 10-Q



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\* Furnished with this Quarterly Report on Form 10-Q

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SIGNATURE

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

FMC Technologies, Inc.

(Registrant)

/s/ Jay A. Nutt

Jay A. Nutt

Vice President and Controller

(Chief Accounting Officer and a Duly Authorized Officer)

Date: July 27, 2012