

**FMC TECHNOLOGIES
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

Purpose of the Compensation Committee

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of FMC Technologies, Inc. (the “Company”) (1) to establish and oversee (a) the Company’s executive compensation policies, plans and practices, and (b) the fair and competitive compensation of the Chief Executive Officer, all other executive officers and independent directors of the Company, and (2) to issue an annual report on executive compensation for inclusion in the Company’s proxy statement. The Committee also provides oversight to ensure alignment with other key people-related business strategies and shareholder interests. In doing so, the Committee shall report regularly to the Board.

In discharging its duties and responsibilities, the Committee is empowered to investigate any matter with full access to all books, records, facilities, and personnel of the Company, and has the authority to engage compensation consultants, independent counsel and other advisors as it determines is necessary to carry out its duties.

The Company shall provide funding required by the Committee to discharge its responsibilities, including the payment of fees and expenses of advisors and consultants retained pursuant to the Committee’s Charter.

Composition and Qualifications

The Committee shall be comprised of independent members of the Board, one of whom shall serve as Chairman of the Committee. The members of the Committee shall each, in the judgment of the Board, meet the independence requirements of the laws, rules and regulations applicable to the Company, including the requirements of the New York Stock Exchange or other applicable securities exchange, and shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee.

In addition to meeting the independence requirements of the laws, rules and regulations applicable to the Company, each Committee member must be (a) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, (b) a “non-employee” director for purposes of Rule 16b-3 of the Securities Exchange Act, and (c) not party to any interlocking arrangement that would need to be disclosed in the Company’s annual Proxy Statement under Item 402(j) of Regulation S-K.

The Committee Chair and each Committee member will serve at the discretion of the Board and for such term as the Board may decide or until such Committee member is no longer a member of the Board of Directors.

Duties and Responsibilities

The Committee's role is one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise.

The Committee shall:

- A. Annually review the Company's Compensation Discussion and Analysis prepared by the Company's executive management and, if appropriate, recommend to the full Board its inclusion in the Company's annual Proxy Statement, Annual Report on Form 10-K or other securities filings as required by Securities and Exchange Commission regulations.
- B. Periodically review management's succession plans for the Chief Executive Officer and other primary executive officers and recommend the succession plans to the full Board for approval.
- C. Review the Company's overall compensation philosophy to ensure that the policy appropriately links management interests with those of shareholders, rewards executives for their contributions, and provides appropriate retention incentives.
- D. Review and approve the corporate goals and objectives relevant to the compensation for the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's total compensation level, including base salary, target bonus percentages, annual bonus payments, salary range and long-term equity incentive awards, based on this evaluation.
- E. Approve all the elements of cash compensation for the Company's executive officers including base salaries, target bonus percentages and actual bonus payments and long-term equity incentive awards.

- F. Approve the Company's Amended and Restated Incentive Compensation and Stock Plan (the "Plan") terms and conditions, and total awards to be made from the Plan, and make any other determinations necessary or advisable in the administration of the Plan including (i) the review of dilution levels and run rates, (ii) the review and approval of any forfeitures of awards to officers of the Company who are subject to Section 16 of the Securities and Exchange Act of 1934, pursuant to the terms of the "claw back" provisions of Section 15 of the Plan, and (iii) the approval of annual equity grants to all executive officers.
- G. Review and approve management's summary of the Company's performance compared to bonus plan terms, total bonus amounts to be paid, and specific bonuses for all executive officers.
- H. Review and approve all new employee and retiree benefit programs, and major changes in existing employee and retiree benefit programs.
- I. Annually review the Administration Subcommittee Report of the Employee Welfare Benefits Plan Committee.
- J. Approve revisions in the U.S. national exempt salary structure and annual U.S. merit fund budgets.
- K. Review, as needed with an independent consultant, executive compensation matters and significant issues that relate to executive compensation.
- L. Review and approve organization changes and restructuring that have a significant impact on the Company or its business.
- M. Review management's recommendations for executive officers of the Company, and recommend executive officer candidates to the Board for their approval.
- N. Approve all change in control agreements, officer contracts, agreements and arrangements and the terms of any supplemental retirement plans, and annually review officer perquisites.
- O. Evaluate the Committee's performance and the adequacy of its charter on an annual basis, and recommend any proposed changes to the Board for approval.

- P. Recommend to the full Board changes to compensation for the independent members of the Board including retainer amounts, meeting and chair fees and non-retainer equity forms and amounts. Any recommended changes will be supported by survey data from comparable companies provided by an independent compensation consultant.

Procedures

The Committee shall meet as scheduled by the Committee Chairman as necessary to carry out the Committee's responsibilities under this Charter. Members of management, including audit and legal, and representatives from outside consultants will attend meetings at the request of the Committee Chairman.

The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. The Chairman of the Committee will report the Committee's deliberations and conclusions to the Board, and the Committee will review its evaluation of the performance of the Chief Executive Officer and his or her salary, annual bonus payment and long-term equity incentive award decisions with the Board in executive session.

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent or by conference communication by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person.

The Committee will be assisted by the Vice President, Administration, who will serve as Executive Secretary to the Committee.

Amended October 2, 2009