



**FMC Technologies, Inc.**



FTI NYSE

Oil Related Services / Equipment

Market Capitalization USD:

**\$9,030.54 mm**

**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: John T. Gremp**

**Age: 60**

**CEO Since: 2011**

	2009	2010	2011
<b>Base Salary</b>	\$900,000	\$920,833	\$783,333
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$1,332,900	\$2,338,825	\$0
<b>Benefits and Perquisites</b>	\$150,346	\$178,928	\$165,176
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$2,383,246</b>	<b>\$3,438,586</b>	<b>\$948,509</b>
<b>Increase in Post-Retirement Benefits</b>	\$431,366	\$3,622,490	\$2,434,491
<b>Stock Option Awards</b>	\$0	\$0	\$752,773
<b>Stock Awards</b>	\$4,071,818	\$3,925,488	\$3,644,019
<b>TOTAL COMPENSATION</b>	<b>\$6,886,430</b>	<b>\$10,986,564</b>	<b>\$7,779,792</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,399,413	\$3,763,020	\$3,867,424
<b>Value Realized on Exercise of Stock Option</b>	\$3,380,387	\$2,887,621	\$1,851,368
<b>Value Realized on Vesting of Stock</b>	\$1,658,214	\$12,006,693	\$2,698,839
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$5,038,601</b>	<b>\$14,894,314</b>	<b>\$4,550,207</b>

Proxy Date: 2 Apr 2012

Annual Meeting Date: 2 May 2012

Equity Reserves: 11.10%

Stock Option Run Rate: 0.00%

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## Performance Comparison

■ S&P500 ■ Industry ■ FTI



## Peer Comparisons (TRBC) =Oil Related Services / Equipment

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FTI	FMC Technologies, Inc.	\$6,886,430	\$10,986,564	\$7,779,792	\$9,030,539,429
NOV	National Oilwell Varco, Inc.	\$7,019,144	\$9,250,871		\$21,700,768,567
BHI	Baker Hughes Incorporated	\$8,315,147	\$9,443,963	\$11,254,917	\$20,130,555,190
KMI	Kinder Morgan, Inc.		\$1		\$18,304,270,647
SE	Spectra Energy Corp.	\$4,761,149	\$6,864,886	\$7,782,334	\$15,924,478,368
EP	El Paso Corporation	\$6,306,902	\$8,453,634		\$13,463,928,642
CAM	Cameron International Corporation	\$8,183,026	\$10,004,913		\$10,180,252,497

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Baker Hughes Incorporated, Lennox International Inc., BorgWarner Inc., McDermott International, Inc., Cameron International Corporation, National Oilwell Varco, Inc., Chicago Bridge & Iron Company N.V., Noble Corporation, Cooper Industries PLC, Oceaneering International, Inc., Cummins Inc., Stanley Black & Decker, Inc., Dover Corporation, Tidewater Inc., Eaton Corporation, The Timkin Company, Federal-Mogul Corporation, URS Corporation, Flowserve Corporation, Weatherford International Ltd., Foster Wheeler AG, The Williams Companies, Inc., Halliburton Company, Worthington Industries, Inc., Ingersoll-Rand Co. PLC.

### Performance Peer Group

Industry Peer Group: Baker Hughes Incorporated, McDermott International, Inc., Cameron International Corporation, National Oilwell Varco, Inc., Noble Corporation, Oceaneering International, Inc., Tidewater Inc., Weatherford International Ltd., Halliburton Company.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Michael R. Bowlin	Chairman	69	Male	11	Outside Related
James M. Rindler	Member	66	Male	11	Outside Related
Philip J. Burquieres	Member	68	Male	5	Outside
Richard A. Pattarozzi	Member	68	Male	10	Outside Related
Thomas M. Hamilton	Member	68	Male	11	Outside Related
Thorleif Ender	Member	68	Male	3	Outside

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