

WOOD GRAHAM R
Form 4
March 05, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOD GRAHAM R

2. Issuer Name and Ticker or Trading Symbol
FMC CORP [FMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1735 MARKET STREET

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Controller

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PHILADELPHIA, PA 19103

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/01/2007 | | M | | 8,846 | A | \$ 38.85 |
| Common Stock | 03/02/2007 | | M | | 5,000 | A | \$ 15.83 |
| Common Stock | 03/01/2007 | | S | | 300 | D | \$ 73.6 |
| Common Stock | 03/01/2007 | | S | | 200 | D | \$ 73.58 |
| Common Stock | 03/01/2007 | | S | | 100 | D | \$ 73.56 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 03/01/2007 | S | 300 | D | \$ 73.55 | 28,588 | D |
| Common Stock | 03/01/2007 | S | 100 | D | \$ 73.53 | 27,488 | D |
| Common Stock | 03/01/2007 | S | 600 | D | \$ 73.44 | 27,888 | D |
| Common Stock | 03/01/2007 | S | 100 | D | \$ 73.43 | 27,788 | D |
| Common Stock | 03/01/2007 | S | 4,300 | D | \$ 73.42 | 23,488 | D |
| Common Stock | 03/02/2007 | S | 100 | D | \$ 72.86 | 23,388 | D |
| Common Stock | 03/02/2007 | S | 100 | D | \$ 72.96 | 23,288 | D |
| Common Stock | 03/02/2007 | S | 300 | D | \$ 72.99 | 22,988 | D |
| Common Stock | 03/02/2007 | S | 200 | D | \$ 73 | 22,788 | D |
| Common Stock | 03/02/2007 | S | 100 | D | \$ 73.01 | 22,688 | D |
| Common Stock | 03/02/2007 | S | 200 | D | \$ 73.02 | 22,488 | D |
| Common Stock | 03/02/2007 | S | 200 | D | \$ 73.06 | 22,288 | D |
| Common Stock | 03/02/2007 | S | 200 | D | \$ 73.1 | 22,088 | D |
| Common Stock | 03/02/2007 | S | 600 | D | \$ 73.26 | 21,488 | D |
| Common Stock | 03/02/2007 | S | 200 | D | \$ 73.27 | 21,288 | D |
| Common Stock | 03/02/2007 | S | 1,000 | D | \$ 73.3 | 20,288 | D |
| Common Stock | 03/02/2007 | S | 300 | D | \$ 73.33 | 19,988 | D |
| Common Stock | 03/02/2007 | S | 100 | D | \$ 73.37 | 19,888 | D |
| Common Stock | 03/02/2007 | S | 400 | D | \$ 73.39 | 19,488 | D |
| Common Stock | 03/02/2007 | S | 500 | D | \$ 73.4 | 18,988 | D |
| | 03/02/2007 | S | 400 | D | | 18,588 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|-----------------------|---|
| Common Stock | | | | | \$ 73.42 | | |
| Common Stock | 03/02/2007 | S | 100 | D | \$ 73.48 | 18,488 | D |
| Common Stock | 03/02/2007 | S | 500 | D | \$ 72.95 | 17,988 | D |
| Common Stock | 03/02/2007 | S | 300 | D | \$ 72.96 | 17,688 | D |
| Common Stock | 03/02/2007 | S | 100 | D | \$ 72.99 | 17,588 ⁽¹⁾ | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 38.85 | 03/01/2007 | | M | 8,846 | 01/02/2004 02/15/2011 | Common Stock | 8,846 |
| Stock Option (Right to Buy) | \$ 15.83 | 03/02/2007 | | M | 5,000 | 01/02/2006 03/03/2013 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

WOOD GRAHAM R
1735 MARKET STREET
PHILADELPHIA, PA 19103

VP and Controller

Signatures

/s/ Andrea E. Utecht, as Attorney in fact for Graham R.
Wood

03/05/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Table I of this form is continued on a separate Form 4 filed on March 5, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.