

FMC CORP
Form 4
May 15, 2007

FORM 4

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

OMB APPROVAL

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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 *
DEAS THOMAS C JR

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

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President and Treasurer

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

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)
				(A) or (D)	Price		
Common Stock	05/11/2007		M		5,870 A \$ 34	17,536	D
Common Stock	05/11/2007		S		3,200 D \$ 84.8	14,336	D
Common Stock	05/11/2007		S		100 D \$ 84.81	14,236	D
Common Stock	05/11/2007		S		500 D \$ 84.52	13,736	D
Common Stock	05/11/2007		S		100 D \$ 84.83	13,636	D

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Common Stock	05/11/2007		S	400	D	\$ 84.85	13,236	D	
Common Stock	05/11/2007		S	100	D	\$ 84.86	13,136	D	
Common Stock	05/11/2007		S	100	D	\$ 84.88	13,036	D	
Common Stock	05/11/2007		S	300	D	\$ 84.89	12,736	D	
Common Stock	05/11/2007		S	100	D	\$ 85.5	12,636	D	
Common Stock	05/11/2007		S	200	D	\$ 86	12,436	D	
Common Stock	05/11/2007		S	200	D	\$ 86.04	12,236	D	
Common Stock	05/11/2007		S	400	D	\$ 86.09	11,836	D	
Common Stock	05/11/2007		S	170	D	\$ 86.1	11,666	D	
Common Stock							2,111.68	I	Thrift Plan <u>(1)</u>

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

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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. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to	\$ 34	05/11/2007		M	5,870	01/02/2005	02/14/2012	Common Stock	5,870

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEAS THOMAS C JR 1735 MARKET STREET PHILADELPHIA, PA 19103			Vice President and Treasurer	

Signatures

/s/ Andrea E. Utecht, as Attorney in fact for Thomas C.
Deas 05/15/2007

__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) Based on plan statement as of May 10, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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