

Rebholz David F  
Form 4  
April 01, 2011

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rebholz David F

(Last) (First) (Middle)

1000 FEDEX DRIVE

(Street)

MOON TOWNSHIP, PA 15108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
FEDEX CORP [FDX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2011

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)  
President & CEO - FedEx Ground

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/31/2011		J <sup>(1)</sup>	V 3,950 D \$ 0	48,925	D	
Common Stock					851 <sup>(2)</sup>	I	Retirement Plan

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 89.7							<u>(3)</u>	06/01/2015	Common Stock	557
Incentive Stock Option (Right to Buy)	\$ 110.06							<u>(3)</u>	06/01/2016	Common Stock	454
Incentive Stock Option (Right to Buy)	\$ 114.74							<u>(3)</u>	07/09/2017	Common Stock	493
Incentive Stock Option (Right to Buy)	\$ 90.81							<u>(3)</u>	06/02/2018	Common Stock	746
Non-qualified Stock Option (Right to Buy)	\$ 89.7							<u>(3)</u>	06/01/2015	Common Stock	8,049
Non-qualified Stock Option (Right to Buy)	\$ 110.06							<u>(3)</u>	06/01/2016	Common Stock	6,431
Non-qualified Stock Option (Right to Buy)	\$ 114.74							<u>(3)</u>	07/09/2017	Common Stock	6,618
Non-qualified Stock Option (Right to Buy)	\$ 90.81							<u>(3)</u>	06/02/2018	Common Stock	8,280
Non-qualified Stock Option (Right to Buy)	\$ 56.31							<u>(3)</u>	06/08/2019	Common Stock	14,113
Non-qualified Stock Option (Right to Buy)	\$ 78.19							<u>(3)</u>	06/07/2020	Common Stock	13,979

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rebholz David F 1000 FEDEX DRIVE MOON TOWNSHIP, PA 15108			President & CEO - FedEx Ground	

## Signatures

/s/David F.

Rebholz

03/31/2011

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).

Since the date of the reporting person's last ownership report, he transferred 3,950 shares of FedEx common stock and the economic benefit of 38,778 employee stock options to his ex-wife pursuant to a domestic relations order, and he no longer reports as beneficially

(1) owned these transferred securities. Additionally, a total of 5,100 shares of FedEx common stock will be transferred to the reporting person's ex-wife as the restrictions lapse on shares issued pursuant to restricted stock grants dated July 9, 2007, June 2, 2008, June 8, 2009 and June 7, 2010, and the shares will be removed from the reporting person's beneficial ownership at the time of transfer.

(2) Ownership has been adjusted to reflect dividend paid to all holders of record.

(3) These options first exercisable one year from date of grant.

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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