

FMC CORP
Form 4
September 06, 2007

FORM 4

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

OMB APPROVAL

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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 *
WALTER WILLIAM G

(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)
09/04/2007

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)
President, CEO and Chairman

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 (A) or (D) Price		
Thrift Plan (401K)					26,193.64	I	Thrift Plan
Common Stock	09/04/2007		M		1,700 A \$ 26.2602	40,615	D
Common Stock	09/04/2007		S		100 D \$ 91.28	40,515	D
Common Stock	09/04/2007		S		100 D \$ 91.24	40,415	D
Common Stock	09/04/2007		S		100 D \$ 91.23	40,315	D

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Common Stock	09/04/2007	S	100	D	\$ 91.18	40,215	D
Common Stock	09/04/2007	S	100	D	\$ 91.16	40,115	D
Common Stock	09/04/2007	S	100	D	\$ 91.09	40,015	D
Common Stock	09/04/2007	S	200	D	\$ 91.05	39,815	D
Common Stock	09/04/2007	S	100	D	\$ 91.02	39,715	D
Common Stock	09/04/2007	S	100	D	\$ 90.99	39,615	D
Common Stock	09/04/2007	S	100	D	\$ 90.97	39,515	D
Common Stock	09/04/2007	S	100	D	\$ 90.95	39,415	D
Common Stock	09/04/2007	S	200	D	\$ 90.93	39,215	D
Common Stock	09/04/2007	S	100	D	\$ 90.92	39,115	D
Common Stock	09/04/2007	S	100	D	\$ 90.91	39,015	D
Common Stock	09/04/2007	S	100	D	\$ 90.9	38,915	D

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	\$ 26.2602	09/04/2007		M	1,700	01/02/2003	02/10/2010	Common		1,700
(Right to								Stock		
Buy)										

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER WILLIAM G 1735 MARKET STREET PHILADELPHIA, PA 19103			President, CEO and Chairman	

Signatures

/s/ Andrea E. Utecht, as Attorney in fact for William G.
Walter 09/06/2007

**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).

Remarks:

Thrift Plan based on plan statement as of September 4, 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.