FMC CORP Form 4 February 23, 2009

FORM 4

Check this box

if no longer

subject to

Section 16.

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WILSON D MICHAEL

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

FMC CORP [FMC]

(Check all applicable)

1735 MARKET STREET

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

02/19/2009

Director 10% Owner Officer (give title Other (specify

below) below) VP, Group Manager

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Indirect

Beneficial

Ownership

(Instr. 4)

(9-02)

Person

Following

PHILADELPHIA, PA 19103

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or (Instr. 3, 4 and 5) Indirect (I) (Month/Day/Year) (Instr. 8) Owned

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Thrift Plan 13,539.109 Ι Stock

Common 02/19/2009 D A 3,678 \$0 55,624 Α Stock

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)

| Der Sec | Fitle of rivative curity str. 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. Transactic Code (Instr. 8) | 5. Number conf 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 |
| Op | ock otion ight to | \$ 44.44 | 02/19/2009 | | A | 9,090 | 02/12/2012 | 02/19/2019 | Common Stock | 9,090 |

Reporting Owners

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

WILSON D MICHAEL 1735 MARKET STREET PHILADELPHIA, PA 19103

VP, Group Manager

Signatures

/s/ Andrea E. Utecht, as Attorney in fact for D. Michael Wilson

02/23/2009

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**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 February 19, 2009.

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.

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