

RICHARDS CHRISTINE P
 Form 4
 July 23, 2012

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 *
 RICHARDS CHRISTINE P

(Last) (First) (Middle)
 942 SOUTH SHADY GROVE ROAD
 (Street)

MEMPHIS, TN 38120

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/20/2012

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)
 EVP GENL COUNSEL/SECTY

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)
			Code	V	Amount or Price		
Common Stock	07/20/2012		M		1,549 A \$ 64.53	82,234	D
Common Stock	07/20/2012		M		10,451 A \$ 64.53	92,685	D
Common Stock	07/20/2012		M		1,372 A \$ 72.845	94,057	D
Common Stock	07/20/2012		M		8,828 A \$ 72.845	102,885	D
Common Stock	07/20/2012		M		25,935 A \$ 56.31	128,820	D

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Common Stock 07/20/2012 S 48,135 D \$ 92 80,685 ⁽¹⁾ 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 64.53	07/20/2012		M	1,549	⁽²⁾ 06/02/2013	Common Stock	1,549
Non-qualified Stock Option (Right to Buy)	\$ 64.53	07/20/2012		M	10,451	⁽²⁾ 06/02/2013	Common Stock	10,451
Incentive Stock Option (Right to Buy)	\$ 72.845	07/20/2012		M	1,372	⁽²⁾ 06/01/2014	Common Stock	1,372
Non-qualified Stock Option (Right to Buy)	\$ 72.845	07/20/2012		M	8,828	⁽²⁾ 06/01/2014	Common Stock	8,828
Non-qualified Stock Option (Right to Buy)	\$ 56.31	07/20/2012		M	25,935	⁽²⁾ 06/08/2019	Common Stock	25,935

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARDS CHRISTINE P 942 SOUTH SHADY GROVE ROAD MEMPHIS, TN 38120			EVP GENL COUNSEL/SECTY	

Signatures

/s/Christine P.

Richards

07/20/2012

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