

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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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 *
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 | (D) | Price |
| Thrift Plan (401K) | | | | | 26,193.64 | I | Thrift Plan |
| Common Stock | 09/04/2007 | | M | | 2,669 | A | \$ 31.2762 |
| Common Stock | 09/04/2007 | | M | | 4,103 | A | \$ 26.2602 |
| Common Stock | 09/04/2007 | | S | | 100 | D | \$ 91.99 |
| Common Stock | 09/04/2007 | | S | | 700 | D | \$ 91.98 |
| | | | | | 45,587 | D | |
| | | | | | 44,887 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 09/04/2007 | S | 200 | D | \$ 91.97 | 44,687 | D |
| Common Stock | 09/04/2007 | S | 100 | D | \$ 91.96 | 44,587 | D |
| Common Stock | 09/04/2007 | S | 200 | D | \$ 91.95 | 44,387 | D |
| Common Stock | 09/04/2007 | S | 100 | D | \$ 91.94 | 44,287 | D |
| Common Stock | 09/04/2007 | S | 672 | D | \$ 91.93 | 43,615 | D |
| Common Stock | 09/04/2007 | S | 300 | D | \$ 91.92 | 43,315 | D |
| Common Stock | 09/04/2007 | S | 100 | D | \$ 91.91 | 43,215 | D |
| Common Stock | 09/04/2007 | S | 300 | D | \$ 91.9 | 42,915 | D |
| Common Stock | 09/04/2007 | S | 400 | D | \$ 91.89 | 42,515 | D |
| Common Stock | 09/04/2007 | S | 300 | D | \$ 91.88 | 42,215 | D |
| Common Stock | 09/04/2007 | S | 200 | D | \$ 91.87 | 42,015 | D |
| Common Stock | 09/04/2007 | S | 300 | D | \$ 91.86 | 41,715 | D |
| Common Stock | 09/04/2007 | S | 200 | D | \$ 91.85 | 41,515 | D |
| Common Stock | 09/04/2007 | S | 400 | D | \$ 91.84 | 41,115 | D |
| Common Stock | 09/04/2007 | S | 700 | D | \$ 91.83 | 40,415 | D |
| Common Stock | 09/04/2007 | S | 100 | D | \$ 91.82 | 40,315 | D |
| Common Stock | 09/04/2007 | S | 400 | D | \$ 91.81 | 39,915 | D |
| Common Stock | 09/04/2007 | S | 700 | D | \$ 91.8 | 39,215 | D |
| Common Stock | 09/04/2007 | S | 100 | D | \$ 91.79 | 39,115 | D |
| Common Stock | 09/04/2007 | S | 200 | D | \$ 91.77 | 38,915 | D |

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

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(9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 31.2762 | 09/04/2007 | | M | 2,669 | 01/02/1998 04/21/2010 | Common Stock | 2,669 |
| Stock Option (Right to Buy) | \$ 26.2602 | 09/04/2007 | | M | 4,103 | 01/02/2003 02/10/2010 | Common Stock | 4,103 |

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.

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