

FMC CORP  
Form 4  
May 11, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FOSTER W KIM**

(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)  
**05/10/2006**

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)  
**Senior Vice President and CFO**

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
Common Stock	05/10/2006		M		2,288	A	\$ 31.27
Common Stock	05/10/2006		M		11,248	A	\$ 24.26
Common Stock	05/10/2006		M		6,482	A	\$ 36.65
Common Stock	05/10/2006		S		2,118	D	\$ 65.56
Common Stock	05/10/2006		S		100	D	\$ 65.68

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Common Stock	05/10/2006	S	70	D	\$ 65.63	46,812	D
Common Stock	05/10/2006	S	530	D	\$ 65.63	46,282	D
Common Stock	05/10/2006	S	900	D	\$ 65.61	45,382	D
Common Stock	05/10/2006	S	700	D	\$ 65.62	44,682	D
Common Stock	05/10/2006	S	200	D	\$ 65.65	44,482	D
Common Stock	05/10/2006	S	300	D	\$ 65.64	44,182	D
Common Stock	05/10/2006	S	400	D	\$ 65.7	43,782	D
Common Stock	05/10/2006	S	100	D	\$ 65.68	43,682	D
Common Stock	05/10/2006	S	400	D	\$ 65.63	43,282	D
Common Stock	05/10/2006	S	100	D	\$ 65.74	43,182	D
Common Stock	05/10/2006	S	400	D	\$ 65.66	42,782	D
Common Stock	05/10/2006	S	200	D	\$ 65.62	42,582	D
Common Stock	05/10/2006	S	200	D	\$ 65.65	42,382	D
Common Stock	05/10/2006	S	100	D	\$ 65.72	42,282	D
Common Stock	05/10/2006	S	100	D	\$ 65.71	42,182	D
Common Stock	05/10/2006	S	100	D	\$ 65.64	42,082	D
Common Stock	05/10/2006	S	600	D	\$ 65.61	41,482	D
Common Stock	05/10/2006	S	2,100	D	\$ 65.62	39,382	D
Common Stock	05/10/2006	S	100	D	\$ 65.6	39,282	D
Common Stock	05/10/2006	S	500	D	\$ 65.64	38,782	D
	05/10/2006	S	400	D		38,382	D

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Common Stock					\$				65.63
Common Stock	05/10/2006		S	100	D	\$	38,282		65.62
Common Stock	05/10/2006		S	300	D	\$	37,982		65.65
Common Stock	05/10/2006		S	100	D	\$	37,882		65.64
Common Stock	05/10/2006		S	700	D	\$	37,182 <sup>(1)</sup>		65.7

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.27	05/10/2006		M	2,288	01/02/1998 04/21/2010	Common Stock	2,288	
Stock Option (Right to Buy)	\$ 24.26	05/10/2006		M	11,248	01/02/1998 04/21/2009	Common Stock	11,248	
Stock Option (Right to Buy)	\$ 36.65	05/10/2006		M	6,482	01/02/2001 02/24/2008	Common Stock	6,482	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSTER W KIM 1735 MARKET STREET PHILADELPHIA, PA 19103			Senior Vice President and CFO	

## Signatures

/s/ Andrea E. Utecht, as Attorney in fact for W. Kim Foster 05/11/2006

\_\_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) Table I of this form is continued on a separate form 4 filed on May 11, 2006.

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.