

FMC CORP

Form 4

September 06, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
X 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)
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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(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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				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 Buy)								Stock	

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
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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).

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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