

FMC CORP

Form 4

December 13, 2006

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEELE MILTON**

(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)  
12/11/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)

VP, Group Manager

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/11/2006		M		3,623	A \$ 23.6	27,602 D
Common Stock	12/11/2006		M		4,957	A \$ 24.26	32,559 D
Common Stock	12/11/2006		M		2,479	A \$ 31.28	35,038 D
Common Stock	12/11/2006		M		2,860	A \$ 36.65	37,898 D
Common Stock	12/11/2006		M		1,081	A \$ 38.85	38,979 D

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Common Stock	12/11/2006	S	323	D	\$ 72.99	38,656	D
Common Stock	12/11/2006	S	1,700	D	\$ 73.05	36,956	D
Common Stock	12/11/2006	S	300	D	\$ 73.08	36,656	D
Common Stock	12/11/2006	S	300	D	\$ 73	36,356	D
Common Stock	12/11/2006	S	600	D	\$ 73.18	35,756	D
Common Stock	12/11/2006	S	400	D	\$ 72.99	35,356	D
Common Stock	12/11/2006	S	4,377	D	\$ 72.99	30,979	D
Common Stock	12/11/2006	S	400	D	\$ 73.12	30,579	D
Common Stock	12/11/2006	S	180	D	\$ 73.18	30,399	D
Common Stock	12/11/2006	S	100	D	\$ 73.22	30,299	D
Common Stock	12/11/2006	S	100	D	\$ 73.29	30,199	D
Common Stock	12/11/2006	S	200	D	\$ 73.25	29,199	D
Common Stock	12/11/2006	S	1,459	D	\$ 73.23	28,540	D
Common Stock	12/11/2006	S	20	D	\$ 73.18	28,520	D
Common Stock	12/11/2006	S	100	D	\$ 73.17	28,420	D
Common Stock	12/11/2006	S	500	D	\$ 73.24	27,920	D
Common Stock	12/11/2006	S	500	D	\$ 73.25	27,420	D
Common Stock	12/11/2006	S	319	D	\$ 73.11	27,101	D
Common Stock	12/11/2006	S	300	D	\$ 73.13	26,801	D
Common Stock	12/11/2006	S	400	D	\$ 73.24	26,401	D
	12/11/2006	S	1,341	D		25,060	D

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Common Stock					\$ 73.23			
Common Stock	12/11/2006		S	300	D	\$ 73.08	24,760	D
Common Stock	12/11/2006		S	781	D	\$ 73.11	23,979	D
Common Stock							43,612.23	I
								Thrift Plan (1)

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

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SEC 1474  
(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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 23.6	12/11/2006		M	3,623	01/02/1997	02/18/2008	Common Stock	3,623	
Stock Option (Right to Buy)	\$ 24.26	12/11/2006		M	4,957	01/02/1998	04/21/2009	Common Stock	4,957	
Stock Option (Right to Buy)	\$ 31.28	12/11/2006		M	2,479	01/02/1998	04/21/2010	Common Stock	2,479	
Stock Option (Right to Buy)	\$ 36.65	12/11/2006		M	2,860	01/02/2001	02/24/2008	Common Stock	2,860	

Stock										
Option	\$ 38.85	12/11/2006		M	1,081	01/02/2004	02/15/2011	Common		1,081
(Right to								Stock		
Buy)										

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEELE MILTON 1735 MARKET STREET PHILADELPHIA, PA 19103			VP, Group Manager	

## Signatures

/s/ Andrea E. Utecht, at Attorney in fact for Milton Steele	12/13/2006
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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 December 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.

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