FMC CORP Form 4 May 15, 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 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(b).

(Last)

1. Name and Address of Reporting Person * **FOSTER W KIM**

> (First) (Middle)

1735 MARKET STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

FMC CORP [FMC]

3. Date of Earliest Transaction (Month/Day/Year) 05/11/2007

Filed(Month/Day/Year)

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Other (specify _X__ Officer (give title

below) Senior Vice President and CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103

(City)	(State)	(Zip) 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 or(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/11/2007		M	10,000	A	\$ 38.84	33,364	D	
Common Stock	05/11/2007		S	100	D	\$ 85.01	33,264	D	
Common Stock	05/11/2007		S	285	D	\$ 85.02	32,979	D	
Common Stock	05/11/2007		S	100	D	\$ 85.09	32,879	D	
Common Stock	05/11/2007		S	200	D	\$ 85.1	32,679	D	

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Common Stock	05/11/2007	S	100	D	\$ 85.12	32,579	D
Common Stock	05/11/2007	S	100	D	\$ 85.16	32,479	D
Common Stock	05/11/2007	S	200	D	\$ 85.18	32,279	D
Common Stock	05/11/2007	S	200	D	\$ 85.19	32,079	D
Common Stock	05/11/2007	S	200	D	\$ 85.2	31,879	D
Common Stock	05/11/2007	S	715	D	\$ 85.21	31,164	D
Common Stock	05/11/2007	S	100	D	\$ 85.22	31,064	D
Common Stock	05/11/2007	S	400	D	\$ 85.23	30,664	D
Common Stock	05/11/2007	S	400	D	\$ 85.24	30,264	D
Common Stock	05/11/2007	S	400	D	\$ 85.26	29,864	D
Common Stock	05/11/2007	S	200	D	\$ 85.29	29,664	D
Common Stock	05/11/2007	S	200	D	\$ 85.3	29,464	D
Common Stock	05/11/2007	S	900	D	\$ 85.31	28,564	D
Common Stock	05/11/2007	S	600	D	\$ 85.33	27,964	D
Common Stock	05/11/2007	S	400	D	\$ 85.34	27,564	D
Common Stock	05/11/2007	S	400	D	\$ 85.35	27,164	D
Common Stock	05/11/2007	S	600	D	\$ 85.36	26,564	D
Common Stock	05/11/2007	S	600	D	\$ 85.37	25,964	D
Common Stock	05/11/2007	S	500	D	\$ 85.38	25,464	D
Common Stock	05/11/2007	S	200	D	\$ 85.39	25,264	D
	05/11/2007	S	300	D	\$ 85.4	24,964	D

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Common Stock							
Common Stock	05/11/2007	S	200	D	\$ 85.41	24,764	D
Common Stock	05/11/2007	S	300	D	\$ 85.42	24,464	D
Common Stock	05/11/2007	S	100	D	\$ 85.43	24,364 (1)	D

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		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)	\$ 38.84	05/11/2007		M		10,000	01/02/2004	02/15/2011	Common Stock	10,000

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 05/15/2007

**Signature of Reporting Person Date

Reporting Owners 3

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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 15, 2007.

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.