

WALTER WILLIAM G
Form 4
September 03, 2010

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)
07/29/2010

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)

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)		
			Code	V	Amount	(D)	Price			
Common Stock						16,831.978	I	Thrift Plan <u>(1)</u>		
Common Stock	07/29/2010		G	V	3,463	A	\$ 0	3,463	I	As Trustee <u>(2)</u>
Common Stock	07/29/2010		G	V	3,463	D	\$ 0	0	I	By Wife <u>(3)</u>
Common Stock	08/11/2010		G	V	4,526	A	\$ 0	7,989	I	As Trustee <u>(4)</u>
Common Stock	08/11/2010		G	V	4,526	D	\$ 0	38,974	I	As

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Stock								Trustee (5)	
Common Stock	09/01/2010		M	40,000	A	\$ 19.424	110,751	D	
Common Stock	09/01/2010		S	<u>40,000</u> (6)	D	\$ 63.1593	70,751	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option (Right to Buy)	\$ 19.424	09/01/2010		M	40,000	01/02/2004	02/15/2011	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER WILLIAM G 1735 MARKET STREET PHILADELPHIA, PA 19103				

Signatures

/s/ Andrea E. Utecht, as Attorney in fact for William G. Walter

09/03/2010

__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 September 1, 2010.
- (2) Transferred by gift by the reporting person's spouse to the Mary Ann Walter Revocable Trust.
- (3) Transferred by gift by the reporting person's spouse to the Mary Ann Walter Revocable Trust.
- (4) Annuity transfer from the Mary Ann Walter 2009 Grantor Retained Annuity Trust to the Mary Ann Walter Revocable Trust.
- (5) Annuity transfer from the Mary Ann Walter 2009 Grantor Retained Annuity Trust to the Mary Ann Walter Revocable Trust.
- (6) Represents the weighted average sales price for price increments ranging from \$62.78 to \$63.52.

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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