

WALTER WILLIAM G
Form 4
August 05, 2009

FORM 4

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

OMB APPROVAL

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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)
07/01/2009

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)
 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)
Common Stock					53,070.16	I	Thrift Plan ⁽¹⁾
Common Stock					43,500	I	As Trustee ⁽²⁾
Common Stock	07/01/2009		G	V 32,125 D \$ 0	46,963	I	By Wife
Common Stock	07/30/2009		G	V 43,500 A \$ 0	43,500	I	As Trustee ⁽³⁾
Common Stock					3,463	I	By Wife

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Common Stock	08/03/2009	M	21,420	A	\$ 17	83,384	D
Common Stock	08/03/2009	M	18,580	A	\$ 7.195	101,964	D
Common Stock	08/03/2009	S	40,000	D	\$ 50	61,964	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17	08/03/2009		M	21,420	01/02/2005	02/14/2012	Common Stock	21,420
Stock Option (Right to Buy)	\$ 7.915	08/03/2009		M	18,580	01/02/2006	03/03/2013	Common Stock	18,580

Reporting Owners

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

Signatures

/s/ Andrea E. Utecht, As Attorney-in-Fact for William G.
Walter

08/05/2009

__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 July 31, 2009
- (2) These shares are owned by The William G. Walter 2009 Grantor Retained Annuity Trust.
- (3) These shares are owned by The Mary Ann Walter 2009 Grantor Retained Annuity Trust.

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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