

WOOD GRAHAM R

Form 4

February 20, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *

WOOD GRAHAM R

2. Issuer Name and Ticker or Trading

Symbol

FMC CORP [FMC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1735 MARKET STREET

3. Date of Earliest Transaction

(Month/Day/Year)

02/18/2013

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

VP and Controller

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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 (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				(A) or (D)	Price		Thrift Plan ⁽¹⁾
Common Stock	02/18/2013		A	1,194	A \$ 0	27,980	D
Common Stock	02/18/2013		F	807	D \$ 59.47	27,173	D
Common Stock	02/20/2013		M	5,310	A \$ 22.22	32,483	D
Common Stock	02/20/2013		M	5,126	A \$ 28.635	37,609	D

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Common Stock 02/20/2013 S 10,436
(2) D \$ 58.9325 27,173 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)	\$ 59.47	02/18/2013		A		3,062		02/18/2016	02/18/2023	Common Stock	3,062
Stock Option (Right to Buy)	\$ 22.22	02/20/2013		M		5,310		02/19/2012	02/19/2019	Common Stock	5,310
Stock Option (Right to Buy)	\$ 28.635	02/20/2013		M		5,126		02/19/2013	02/18/2020	Common Stock	5,126

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOOD GRAHAM R 1735 MARKET STREET PHILADELPHIA, PA 19103	VP and Controller

Signatures

/s/ Andrea E. Utecht, as Attorney in fact for Graham R.
Wood

02/20/2013

__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 February 15, 2013.

(2) Represents the weighted average sales price for price increments ranging from \$ 58.7533 to \$ 59.0600.

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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