

FOSTER W KIM
Form 4
November 10, 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 *
FOSTER W KIM

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)
11/06/2009

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Senior VP and CFO

(Street)
PHILADELPHIA, PA 19103

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 32,532.314 | I | Thrift Plan ⁽¹⁾ |
| Common Stock | 11/06/2009 | | M | 18,656 A \$ 18.975 | 71,288 | D | |
| Common Stock | 11/06/2009 | | M | 3,619 A \$ 17 | 74,907 | D | |
| Common Stock | 11/06/2009 | | M | 17,750 A \$ 24.03 | 92,657 | D | |
| Common Stock | 11/06/2009 | | S | 40,025 D \$ 52.0803 | 52,632 | D | |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 17 | 11/06/2009 | | M | 3,619 | 01/02/2005 02/14/2012 | Common Stock | 3,619 |
| Stock Option (Right to Buy) | \$ 18.975 | 11/06/2009 | | M | 18,656 | 02/26/2007 02/26/2014 | Common Stock | 18,656 |
| Stock Option (Right to Buy) | \$ 24.03 | 11/06/2009 | | M | 17,750 | 02/17/2008 02/17/2015 | Common Stock | 17,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOSTER W KIM 1735 MARKET STREET PHILADELPHIA, PA 19103 | | | Senior VP and CFO | |

Signatures

/s/ Andrea E. Utecht, as Attorney in fact for W. Kim Foster 11/10/2009

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 November 6, 2009.

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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