

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2009

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

1735 MARKET STREET

(Street)

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

Senior VP and CFO

PHILADELPHIA, PA 19103

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
Common Stock	11/06/2009		M		3,619	A	\$ 17 74,907
Common Stock	11/06/2009		M		17,750	A	\$ 24.03 92,657
Common Stock	11/06/2009		S		40,025	D	\$ 52.0803 52,632

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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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