FMC CORP Form 4/A February 20, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

(11iii of Type I	(Caponaca)								
1. Name and Address of Reporting Person * FOSTER W KIM			2. Issuer Symbol FMC CO		d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		-	-	(Ch	eck all applicabl	e)	
` ,	KET STREET	(3. Date of Earliest Transaction (Month/Day/Year) 02/15/2007			below)	ive title 109 below) P, Group Manage	er (specify	
(Street)			4. If Amei	If Amendment, Date Original 6. Individual or Joint/Group Filing(Check					
			Filed(Month/Day/Year) 02/15/2007			Applicable Line) _X_ Form filed by One Reporting Person			
PHILADEL	PHIA, PA 1910)3				Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-	Derivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea			3. Transact Code	4. Securities tionAcquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5))	5. Amount of Securities Form: Direct (D) or Owned Indirect (I) Following (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(IIIsti. 1)	(mstr. 1)
Common Stock (1)	02/15/2007		A	2,386	A	\$0	31,468	D	
Common Stock							16,058.9	I	Thrift Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 \mathbf{D}

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 Options (Right to Buy)	\$ 74.78	02/15/2007		A	6,263	02/15/2010	02/15/2017	Common Stock	6,263

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

FOSTER W KIM 1735 MARKET STREET

PHILADELPHIA, PA 19103

VP, Group Manager

Signatures

Andrea Utecht, as Attorney in fact for W. Kim.

Foster

02/20/2007

**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) LTIP award of Restricted Stock
- (2) Based on Plan Statement of February 16, 2007

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2