

FMC CORP
Form 4

December 13, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEELE MILTON

(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)
12/11/2006

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) below)

VP, Group Manager

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/11/2006		M		3,623	A \$ 23.6	27,602 D
Common Stock	12/11/2006		M		4,957	A \$ 24.26	32,559 D
Common Stock	12/11/2006		M		2,479	A \$ 31.28	35,038 D
Common Stock	12/11/2006		M		2,860	A \$ 36.65	37,898 D
Common Stock	12/11/2006		M		1,081	A \$ 38.85	38,979 D

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Common Stock	12/11/2006	S	323	D	\$ 72.99	38,656	D
Common Stock	12/11/2006	S	1,700	D	\$ 73.05	36,956	D
Common Stock	12/11/2006	S	300	D	\$ 73.08	36,656	D
Common Stock	12/11/2006	S	300	D	\$ 73	36,356	D
Common Stock	12/11/2006	S	600	D	\$ 73.18	35,756	D
Common Stock	12/11/2006	S	400	D	\$ 72.99	35,356	D
Common Stock	12/11/2006	S	4,377	D	\$ 72.99	30,979	D
Common Stock	12/11/2006	S	400	D	\$ 73.12	30,579	D
Common Stock	12/11/2006	S	180	D	\$ 73.18	30,399	D
Common Stock	12/11/2006	S	100	D	\$ 73.22	30,299	D
Common Stock	12/11/2006	S	100	D	\$ 73.29	30,199	D
Common Stock	12/11/2006	S	200	D	\$ 73.25	29,199	D
Common Stock	12/11/2006	S	1,459	D	\$ 73.23	28,540	D
Common Stock	12/11/2006	S	20	D	\$ 73.18	28,520	D
Common Stock	12/11/2006	S	100	D	\$ 73.17	28,420	D
Common Stock	12/11/2006	S	500	D	\$ 73.24	27,920	D
Common Stock	12/11/2006	S	500	D	\$ 73.25	27,420	D
Common Stock	12/11/2006	S	319	D	\$ 73.11	27,101	D
Common Stock	12/11/2006	S	300	D	\$ 73.13	26,801	D
Common Stock	12/11/2006	S	400	D	\$ 73.24	26,401	D
	12/11/2006	S	1,341	D		25,060	D

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Common Stock					\$ 73.23			
Common Stock	12/11/2006		S	300	D	\$ 73.08	24,760	D
Common Stock	12/11/2006		S	781	D	\$ 73.11	23,979	D
Common Stock							43,612.23	I
								Thrift Plan (1)

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)		8. D S (I)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.6	12/11/2006		M		3,623		01/02/1997	02/18/2008	Common Stock	3,623
Stock Option (Right to Buy)	\$ 24.26	12/11/2006		M		4,957		01/02/1998	04/21/2009	Common Stock	4,957
Stock Option (Right to Buy)	\$ 31.28	12/11/2006		M		2,479		01/02/1998	04/21/2010	Common Stock	2,479
Stock Option (Right to Buy)	\$ 36.65	12/11/2006		M		2,860		01/02/2001	02/24/2008	Common Stock	2,860

Stock												
Option	\$ 38.85	12/11/2006		M	1,081	01/02/2004	02/15/2011	Common		1,081		
(Right to								Stock				
Buy)												

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEELE MILTON 1735 MARKET STREET PHILADELPHIA, PA 19103			VP, Group Manager	

Signatures

/s/ Andrea E. Utecht, at Attorney in fact for Milton Steele	12/13/2006
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__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 December 11, 2006.

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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