

FMC CORP
Form DEF 14A
March 18, 2004
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

FMC CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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(1) Title of each class of securities to which transaction applies:

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FMC Corporation

William G. Walter

Chairman, President and

Chief Executive Officer

March 18, 2004

Dear Stockholder:

It is my pleasure to invite you to attend FMC's 2004 Annual Meeting of Stockholders. The meeting will be held on Tuesday, April 27, 2004 at 2:00 p.m. local time at the Top Of The Tower, 1717 Arch Street, 50th Floor, Philadelphia, Pennsylvania. The Notice of Annual Meeting and Proxy Statement accompanying this letter describe the business to be conducted at the meeting.

During the meeting, I will report to you on the Company's earnings, results and other achievements during 2003 and on our outlook for 2004. We welcome this opportunity to have a dialogue with our stockholders and look forward to your comments and questions.

If you are a stockholder of record who plans to attend the meeting, please mark the appropriate box on your proxy card. If your shares are held by a bank, broker or other intermediary and you plan to attend, please send written notification to the Company's Investor Relations Department, 1735 Market Street, Philadelphia, Pennsylvania 19103, and enclose evidence of your ownership, such as a letter from the bank, broker or intermediary confirming your ownership or a bank or brokerage firm account statement. The names of all stockholders planning to attend will be placed on an admission list held at the registration desk at the entrance to the meeting.

It is important that your shares be represented at the meeting, regardless of the number you may hold. Whether or not you plan to attend, please sign, date and return your proxy card as soon as possible; or if you prefer, follow the instructions on the enclosed proxy card for voting by Internet or by telephone. This will not prevent you from voting your shares in person at the meeting, if you hold your shares directly or through a bank or broker.

I look forward to seeing you on April 27th.

Sincerely,

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Tuesday, April 27, 2004

2:00 p.m.

Top of the Tower

Fiftieth Floor

1717 Arch Street

Philadelphia, Pennsylvania 19103

March 18, 2004

Dear Stockholder:

You are invited to the Annual Meeting of Stockholders of FMC Corporation. We will hold the meeting at the time and place noted above. At the meeting, we will ask you to:

- Re-elect three directors, William F. Reilly, James R. Thompson and William G. Walter, each for a term of three years
- Ratify the appointment of KPMG LLP as our independent public accountants for 2004
- Vote on any other business properly brought before the meeting

MANAGEMENT RECOMMENDS A VOTE FOR EACH OF THE PROPOSALS.

Your vote is important. To be sure your vote counts and assure a quorum, please vote, sign, date and return the enclosed proxy card whether or not you plan to attend the meeting; or if you prefer, please follow the instructions on the enclosed proxy card for voting by Internet or by telephone whether or not you plan to attend the meeting in person.

By order of the Board of Directors,

Andrea E. Utecht

Vice President,

General Counsel and Secretary

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I. Information About Voting

Solicitation of Proxies. The Board of Directors of FMC Corporation (FMC) is soliciting proxies for use at the 2004 Annual Meeting of FMC and any adjournments of that meeting. FMC first mailed this proxy statement, the accompanying form of proxy and the FMC Annual Report for 2003 on or about March 18, 2004.

Agenda Items. The agenda for the Annual Meeting is to:

1. Re-elect three directors;
2. Ratify the appointment of KPMG LLP as our independent public accountants for 2004; and
3. Conduct other business properly brought before the meeting.

Who Can Vote. You can vote at the Annual Meeting if you are a holder of FMC s common stock, par value of \$0.10 per share (Common Stock), on the record date. The record date is the close of business on March 1, 2004. You will have one vote for each share of Common Stock. As of March 1, 2004, there were 35,545,991 shares of Common Stock outstanding and entitled to vote.

How to Vote. You may vote in one of four ways:

- You can come to the Annual Meeting and cast your vote there;
- You can vote by signing and returning the enclosed proxy card. If you do, the individuals named on the card will vote your shares in the way you indicate;
- You can vote by Internet; or
- You can vote by telephone.

If you hold your shares through a broker or bank and you wish to vote at the Annual Meeting, you must obtain a legal proxy from them authorizing you to vote at the Annual Meeting. We will be unable to accept a vote from you at the Annual Meeting without that authorization. If you are a registered stockholder and wish to vote at the Annual Meeting, no additional authorization will be required.

Use of Proxies. Unless you tell us on the proxy card to vote differently, we plan to vote signed and returned proxies **FOR** the Board nominees for director and **FOR** agenda item 2. We do not now know of any other matters to come before the Annual Meeting. If they do, proxy holders will vote the proxies according to their best judgment.

Abstentions or Lack of Instructions to Banks, Brokers, or Employee Benefit Plan Trustees.

Broker non-votes are counted as part of the quorum. A broker non-vote occurs when banks, brokers or other nominees holding shares on behalf of a stockholder do not receive

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voting instructions from the stockholder by a specified date before the Annual Meeting. In this event, banks, brokers and other nominees may vote those shares on matters deemed routine by the New York Stock Exchange. The election of directors and ratification of the appointment of independent public accountants are considered routine matters.

If you are entitled to vote shares held under an employee benefit plan and you either do not direct the trustee by April 22, 2004 how to vote your shares, or if you vote on some but not all matters that come before the Annual Meeting, the trustee will, in the case of shares held in the FMC Corporation Savings and Investment Plan, vote your undirected shares in proportion to the votes received from other participants, and in the case of other employee plans, vote your shares in the trustee's discretion, except to the extent that the plan or applicable law provides otherwise.

Revoking a Proxy. You may revoke your proxy at any time before it is exercised. You can revoke a proxy by:

- Sending a written notice to the Corporate Secretary of FMC;
- Delivering a properly executed, later-dated proxy;
- Attending the Annual Meeting and voting in person, provided that you hold your shares directly or through a bank or broker; or
- If your shares are held through an employee benefit plan, your revocation must be received by the trustee by April 22, 2004.

Quorum Requirement. We need a quorum of stockholders to hold a valid Annual Meeting. A quorum will be present if the holders of at least a majority of the outstanding Common Stock entitled to vote at the meeting either attend the Annual Meeting in person or are represented by proxy. Abstentions, broker non-votes and votes withheld are counted as present for the purpose of establishing a quorum.

Vote Required for Action. Directors are elected by a plurality vote of shares present in person or represented by proxy at the meeting. Other actions require the affirmative vote of the majority of shares present in person or represented by proxy at the meeting. Abstentions have the effect of a no vote on matters other than director elections, and broker non-votes have no effect on the vote for or against such matters.

II. The Proposals To Be Voted On

Election of Directors

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FMC has three classes of directors, which are intended to be as nearly equal in size as possible. The term for each class is three years. Class terms expire on a rolling basis, so that one class of directors is elected each year. The term for Class III directors will expire at the 2007 Annual Meeting.

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Nominees for Director

The nominees for director this year are William F. Reilly, James R. Thompson and William G. Walter. Information about the nominees and the continuing directors is contained in the next section of this proxy statement entitled Board of Directors.

B. A. Bridgewater, Jr., a Director since 1979 and a member of the Class III directors, will retire from the Board on April 27, 2004. The Board extends its thanks to him for his counsel and service.

The Board of Directors elected Mark P. Frissora a director effective January 1, 2004. Mr. Frissora was placed in the Class I Director group in order to keep each class as nearly equal in size as possible.

The Board of Directors expects that all of the nominees will be able and willing to serve as directors. If any nominee is not available, the proxies may be voted for another person nominated by the Board of Directors to fill the vacancy, or the size of the Board of Directors may be reduced.

The Board of Directors recommends a vote FOR the election of William F. Reilly, James R. Thompson and William G. Walter.

Ratification of Appointment of Independent Public Accountants

The Audit Committee of the Board of Directors has approved KPMG LLP continuing to serve as FMC's independent public accountants for 2004. For the years 2002 and 2003, KPMG's fees were as follows:

| | (\$000) | |
|------------------------------|--------------|--------------|
| | 2003 | 2002 |
| • Audit Services (1) | 1,140 | 1,264 |
| • Audit Related Services (2) | 117 | 93 |
| • Tax Services (3) | 250 | 200 |
| • All Other Services (4) | 180 | 157 |
| | <hr/> | <hr/> |
| • TOTAL | 1,687 | 1,714 |

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- (1) Fees for professional services performed by KPMG for the audit of the Company's annual financial statements and review of financial statements included in the Company's 10-Q filings, and services that are normally provided in connection with statutory and regulatory filings or engagements.
- (2) Fees for assurance and related services performed by KPMG that are reasonably related to the performance of the audit or review of the Company's financial statements. This includes employee benefit and compensation plan audits; due diligence related to mergers and acquisitions; attestations by KPMG that are required by statute or regulation; and consulting on financial accounting/reporting standards.

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- (3) Fees for professional services performed by KPMG with respect to tax compliance, tax advice and tax planning. This includes preparation of original and amended tax returns for the Company and its consolidated subsidiaries; refund claims; payment planning; tax audit assistance; and tax work stemming from Audit-Related items.
- (4) Fees for other permissible work performed by KPMG that does not fall within the categories set forth above. This work consists solely of tax filing and planning for individual employees involved in the Company's expatriate program.

Pre-Approval of Independent Auditor Services During 2003, the Committee adopted a Pre-Approval Policy with respect to audit and non-audit services performed by its outside auditors. The following is a summary of the Policy.

At its December meeting, the Audit Committee will grant pre-approvals of the subsequent year's expected services and estimated fees, as presented by the independent auditor. The Committee will be routinely updated during the year by the independent auditor as to the actual services provided and related fees pursuant to the Pre-Approval Policy.

Unexpected services not captured under the Pre-Approval Policy, or where actual fees exceed pre-approved amounts, will require specific approval before the services may be rendered. Requests or applications to provide such services that require specific approval by the Audit Committee will be submitted to the Chairman of the Audit Committee by both the independent auditor and the Company's Chief Financial Officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules regarding auditor independence. Authority to grant approval for such services has been delegated to the Chairman of the Audit Committee, subject to a \$100,000 limit for each request, and provided that any such approval would then be reviewed by the full Committee at the next regularly scheduled meeting. Any such request exceeding that amount would require the approval of the full Audit Committee.

The Audit Committee has determined that the independence of KPMG LLP has not been adversely impacted as a result of the non-audit services performed by such accountants.

We expect a representative of KPMG LLP to attend the Annual Meeting. The representative will have an opportunity to make a statement if he or she desires and also will be available to respond to appropriate questions.

The Board of Directors recommends a vote FOR ratification of the appointment of KPMG LLP as FMC's independent public accountants for 2004.

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III. Board of Directors

Nominees for Director

Class III Term Expiring in 2007

William F. Reilly

Principal Occupation: Chairman and Chief Executive Officer of Aurelian Communications, LLC, a diversified media company

Age: 65

Director Since: 1992

Mr. Reilly is currently the Chairman and Chief Executive Officer of Aurelian Communications, LLC. Mr. Reilly was the Founder of PRIMEDIA Inc., a diversified media company. He served as Chairman and Chief Executive Officer of the firm from 1990 to 1999. From 1980 to 1990, he was with Macmillan, Inc., where he served as President and Chief Operating Officer since 1981. Prior to that, he was with W.R. Grace beginning in 1964, serving as Assistant to the Chairman from 1969 to 1971 and serving successively from 1971 to 1980 as President and Chief Executive Officer of its Textile, Sporting Goods and Home Center Divisions. Mr. Reilly serves on the Board of Trustees of The University of Notre Dame and the Board of Directors of barnesandnoble.com, inc., and as a Trustee of WNET, the public television station serving the New York area.

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James R. Thompson

Principal Occupation: Chairman, Chairman of the Executive Committee and Partner Law Firm of Winston & Strawn, Chicago, Illinois

Age: 67

Director Since: 1991

Governor Thompson was named Chairman of the Chicago law firm of Winston & Strawn in January 1993. He joined the firm in January 1991 as Chairman of the Executive Committee after serving four terms as Governor of the State of Illinois from 1977 until January 14, 1991. Prior to his terms as Governor, he served as U.S. Attorney for the Northern District of Illinois from 1971-1975. Governor Thompson served as the Chief of the Department of Law Enforcement and Public Protection in the Office of the Attorney General of Illinois, as an Associate Professor at Northwestern University School of Law, and as an Assistant State's Attorney of Cook County. He is a former Chairman of the President's Intelligence Oversight Board; a current member of the National Commission on Terrorist Attacks Upon the United States; and the Abraham Lincoln Bicentennial Commission. He is a member of the Board of Directors of the Chicago Board of Trade; Navigant Consulting Group, Inc.; Hollinger International, Inc; Maximus, Inc.; and FMC Technologies, Inc. He also serves on the Boards of the Museum of Contemporary Art and the Lyric Opera of Chicago.

William G. Walter

Principal Occupation: Chairman, Chief Executive Officer and President, FMC Corporation

Age: 58

Director Since: 2000

Mr. Walter was elected Chairman, Chief Executive Officer and President of FMC in 2001. He had been Executive Vice President of FMC since 2000. Mr. Walter joined FMC in 1974 as a Business Planner in corporate headquarters. He became General Manager of FMC's former Defense Systems International Division in 1986, Director of Commercial Operations of FMC's Agricultural Chemicals Group in 1991, General Manager of FMC's Alkali Chemicals Division in 1992 and Vice President and General Manager of FMC's Specialty Chemicals Group in 1997. He is a member of the Board of Directors of both the American Chemistry Council and the National Association of Manufacturers.

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Directors Continuing in Office

Class I Term Expiring in 2005

Edward J. Mooney

Principal Occupation: Retired Chairman and Chief Executive Officer, Nalco Chemical Company

Age: 62

Director Since: 1997

From March 2000 to March 2001, Mr. Mooney served as Délégué Général North America, Suez Lyonnaise des Eaux. He was Chairman and Chief Executive Officer of Nalco Chemical Company from 1994 to 2000. He serves as a director of The Northern Trust Company, FMC Technologies, Inc. and ArrMaz Custom Chemicals, Inc.

Enrique J. Sosa

Principal Occupation: Former President BP Amoco Chemicals

Age: 63

Director Since: 1999

Mr. Sosa was President of BP Amoco Chemicals from January 1, 1999 to April 1999. From 1995 to 1998, he was Executive Vice President of Amoco Corporation. Prior to joining Amoco, Mr. Sosa served as Senior Vice President of The Dow Chemical Company, President of Dow North America and a member of its Board of Directors. Mr. Sosa has previously served on the Board of Directors of Electronic Data Systems, Dow Corning Corporation and Destec Energy, Inc. He also served as a member of the Executive Committee of the American Plastics Council, a member of the Executive Committee of the American section of the Society of Chemical Industry, and a member of the American Chemical Council. Mr. Sosa is currently a director of DSM N.V. of the Netherlands.

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Mark P. Frissora

Principal Occupation: Chairman and Chief Executive Officer, Tenneco Automotive Inc., a global designer and manufacturer of ride and emissions control products and systems

Age: 48

Director Since: 2004

Mr. Frissora was elected Chairman and Chief Executive Officer of Tenneco Automotive Inc., a global designer and manufacturer of ride and emissions control products and systems, in March 2000 after serving as President and CEO. Previously, he served as Senior Vice President and General Manager of Tenneco Automotive's worldwide original equipment business, having joined the company in 1996 as Vice President of North American emissions control operations. Prior to joining Tenneco Automotive, he held executive positions with Aeroquip-Vickers Corporation and Philips N.V. Previously, he was with General Electric Co. for 10 years. Mr. Frissora also serves on the Board of Directors of NCR Corporation.

Class II Term Expiring in 2006

Patricia A. Buffler

Principal Occupation: Dean Emerita and Professor of Epidemiology, School of Public Health, University of California, Berkeley

Age: 65

Director Since: 1994

Dr. Buffler served as Dean of the School of Public Health, University of California, Berkeley, from 1991 to 1998 and has been a Professor since 1991. She received her BSN from Catholic University of America in 1960, and a master's degree in health administration and epidemiology and a Ph.D. in epidemiology from the University of California, Berkeley in 1965 and 1973, respectively. She has served as an advisor to the World Health Organization, the National Institutes of Health, the U.S. Public Health Service Centers for Disease Control and Prevention, the U.S. Environmental Protection Agency, the U.S. Department of Energy, the U.S. Department of Defense, and the National Research Council. She was elected as a Fellow of the American Association for the Advancement of Science in 1992 and served as an officer for the Medical Sciences section from 1994- 2000. She has served as President for the Society for Epidemiological Research (1986), the American College of Epidemiology (1992), and the International Society for Environmental Epidemiology (1992-1993). In 1994, she was elected to the Institute of Medicine, National Academy of Sciences.

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G. Peter D Aloia

Principal Occupation: Senior Vice President and Chief Financial Officer American Standard Companies, Inc., a diversified supplier of air conditioning systems and related services, plumbing products and vehicle control systems

Age: 59

Director Since: 2002

Mr. D Aloia was elected Senior Vice President and Chief Financial Officer of American Standard Companies, Inc. effective February 1, 2000. Prior to that, he was employed by AlliedSignal Inc. (now known as Honeywell), a diversified industrial company, most recently serving as Vice President Business Development. He spent 27 years with AlliedSignal Inc. in diverse management positions, including Vice President Taxes, Vice President and Treasurer, Vice President and Controller, and Vice President and Chief Financial Officer for the Engineered Materials sector.

C. Scott Greer

Principal Occupation: Chairman, Chief Executive Officer and President Flowserve Corporation, a manufacturer of industrial flow management equipment

Age: 53

Director Since: 2002

Mr. Greer was elected Chairman of Flowserve Corporation in April 2000 and has served as its Chief Executive Officer since January 2000. Mr. Greer joined Flowserve Corporation in 1999 as President and Chief Operating Officer. Prior to that, he was President of UT Automotive, a subsidiary of United Technologies Corporation, a supplier of automotive systems and components, from 1997 to 1999. He was President and a director of Echlin, Inc., an automotive parts supplier, from 1990 to 1997, and its Chief Operating Officer from 1994 to 1997. Mr. Greer serves on the Board of Directors of Washington Group.

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IV. Information About the Board of Directors and Corporate Governance

Meetings

During 2003, the Board of Directors held six regular meetings. All incumbent directors attended at least 75% of the total number of meetings of the Board and all committees on which they served.

Committees and Independence of Directors

The Board of Directors has five standing committees: an Audit Committee, a Compensation and Organization Committee, a Nominating and Corporate Governance Committee, an Executive Committee, and a Public Policy Committee.

The Audit Committee, Compensation and Organization Committee, and Nominating and Corporate Governance Committee are all composed of non-employee directors each of whom has been determined by the Board to be independent, on the basis set forth below. There are no interlocking directorships, and none of the non-employee directors receives any consulting, legal or any other non-director fees from FMC, its subsidiaries or affiliates. With the exception of the Chief Executive Officer, no director is a current or former employee of FMC, its subsidiaries or affiliates.

The Board has affirmatively determined that none of the non-employee directors has any material relationship with FMC, its subsidiaries or affiliates other than as a director, and that they all qualify as independent. In order to be considered independent by the Board, a director must meet the requirements set forth in the Securities and Exchange Commission (SEC) and New York Stock Exchange (NYSE) rules regarding independence, and further have no present or former employment by FMC, its subsidiaries or affiliates. The Board found that no non-employee director, other than Mr. Greer, has any business, family or other relationship with FMC, its subsidiaries or affiliates other than as a director. Mr. Greer is an executive officer of a company that does business with FMC. However, the amount involved in the transactions between the two companies falls well below the monetary limitations for independence included in the foregoing standard and is not material to either FMC or the other company. On that basis, the Board has concluded that Mr. Greer also meets the independence standards applied by the Board.

Audit Committee

The Board of Directors has adopted a written charter that outlines the duties of the Audit Committee, including conducting an annual self-assessment. A copy of the Charter is

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attached as Appendix A and is posted on the Company's website, as described in the section below entitled "Corporate Governance Documents". The principal duties of this Committee, among other things, include:

- Review the effectiveness and adequacy of FMC's financial organization and internal controls
- Review the annual report, proxy statement and other financial representations and ensure that FMC's financial reports fairly represent its operations
- Review the effectiveness, scope and performance of activities of the independent public accountants and internal auditors
- Review significant changes in accounting policies
- Select the independent public accountants and confirm the independence of such accountants
- Review potentially significant litigation
- Review Federal income tax issues
- Review FMC policies with respect to risk assessment and risk management
- Review with management FMC's earnings releases
- Monitor FMC's compliance with legal and regulatory requirements
- Pre-approve audit and non-audit services provided by the independent public accountants.

Members: Mr. D. Aloia (Chair), Dr. Buffler, Mr. Frissora, Mr. Mooney and Mr. Sosa. The Board of Directors has determined that Mr. D. Aloia meets the SEC requirements for an audit committee financial expert and all members of the committee are financially literate as required by the NYSE. The Board has also determined that no committee member sits on the audit committee of more than three public companies.

Number of Meetings in 2003: 9

Compensation and Organization Committee

The Board of Directors has adopted a written charter that outlines the duties of the Compensation and Organization Committee, including conducting an annual self-assessment. A copy of the Charter is posted on the Company's website, as described in the section below entitled "Corporate Governance Documents". The principal duties of this Committee, among other things, include:

- Review and approve compensation policies and practices for senior executives

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- Establish the total compensation for the Chief Executive Officer
- Review and approve material changes in FMC's employee benefit plans
- Approve Management Incentive Plan awards and grants made under the Long-Term Incentive Plan
- Review significant organizational changes and management succession planning
- Recommend to the Board of Directors candidates for officers of FMC
- Evaluate the Chief Executive Officer and oversee evaluation of management performance

Members: Mr. Mooney (Chair), Mr. Bridgewater, who is retiring after the Annual Meeting, Mr. Greer and Mr. Reilly.

Number of Meetings in 2003: 4

Nominating and Corporate Governance Committee

The Board of Directors has adopted a written charter that outlines the duties of the Nominating and Corporate Governance Committee, including conducting an annual self-assessment. A copy of the Charter is posted on the Company's website, as described in the section below entitled "Corporate Governance Documents". The principal duties of this Committee, among other things, include:

- Review and recommend candidates for director
- Recommend Board of Directors meeting formats and processes
- Oversee corporate governance, including an annual review of governance principles
- Review and approve director compensation policies
- Oversee Board of Directors and Committee evaluation procedures
- Determine director independence

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Members: Mr. Greer (Chair), Mr. Bridgewater, who is retiring after the Annual Meeting, Mr. Reilly and Mr. Thompson.

Number of Meetings in 2003: 3

Executive Committee

The Executive Committee acts in place of the Board of Directors when the full Board of Directors is not in session.

Members: Mr. Walter (Chair), Mr. Bridgewater, who is retiring after the Annual Meeting, Mr. Mooney and Mr. Reilly.

The Executive Committee did not meet during 2003.

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Public Policy Committee

The Board of Directors has adopted a written charter that outlines the duties of the Public Policy Committee. The principal duties of this Committee, among other things, include:

- Review FMC's government and legislative programs and relations
- Report to the Audit Committee on FMC's legal compliance efforts
- Assess FMC's efforts to improve employee involvement in local plant communities
- Review FMC's public relations initiatives and its environmental, safety and process safety compliance

Members: Dr. Buffler (Chair), Mr. Sosa, Mr. Thompson and Mr. Walter.

*Number of Meetings in 2003:*1

Director Who Presides Over Executive Sessions

In accordance with FMC's Statement of Governance Principles, Policies and Procedures, the non-employee members of the Board of Directors meet in regularly-scheduled executive sessions without management. The Chair of the Compensation and Organization Committee, Mr. Mooney, presides over these sessions. See the section below entitled Communicating with the Board for procedures for communicating with Mr. Mooney.

Board of Directors Compensation

Compensation Plan The Company maintains the FMC Corporation Compensation Plan for Non-Employee Directors to provide for the compensation described below.

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Retainer and Fees Each director who is not also an employee is paid an annual retainer of \$40,000 or a prorata amount for any portion of a year served. At least \$25,000 of the annual retainer is paid in deferred stock units, which are payable in Common Stock upon death or retirement from the Board of Directors. The remainder is paid in quarterly installments in cash, or, at the election of a non-employee director, may be paid in deferred stock units (elective units). Each non-employee director also receives \$1,500 for each Board of Directors meeting and Board of Directors committee meeting attended, and each director is reimbursed for reasonable incidental expenses. Each non-employee director who chairs a Committee is paid an additional \$7,000 per year except the Chairman of the Audit Committee, who is paid \$9,000 per year. Audit Committee members also receive an additional \$3,000 annual retainer.

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Restricted Stock Units Each non-employee director of FMC was entitled to receive 2,133.982 units of restricted stock units in 2003 except for Mr. Frissora, who became a director on January 1, 2004, and received a prorata grant of 410.196 restricted stock units on that date. These restricted stock units are payable in Common Stock upon retirement from the Board of Directors or death.

Other Compensation Directors who are also employees of FMC do not receive any additional compensation for their service as directors. No other remuneration is paid to directors for services as a director of FMC. Directors who are not FMC employees do not participate in FMC's employee benefit plans. FMC supports the charitable donations of directors under its matching gifts plan that provides a dollar-for-dollar match of gifts up to \$10,000 per year, to certain educational institutions and arts and cultural organizations.

Corporate Governance

Communicating with the Board Stockholders may communicate with the Board of Directors, the Chair of the Compensation and Organization Committee (who presides over executive sessions of the Board) or any individual member of the Board as follows: Communications must be in writing, sent care of the Corporate Secretary, FMC Corporation, 1735 Market Street, Philadelphia, Pennsylvania 19103. All communications with the Board, the Chair of the Compensation and Organization Committee or any individual director will be delivered as addressed.

Director Nomination Process The Nominating and Corporate Governance Committee and other members of the Board identify candidates for consideration by the Nominating and Corporate Governance Committee. An executive search firm may also be utilized to identify qualified candidates for consideration. The Nominating and Corporate Governance Committee evaluates candidates based on the qualifications for director described in its Charter. These qualifications include, among other things, integrity, business experience, stature in their field of endeavor, diversity of perspective, ability to reach thoughtful, independent and logical judgments on difficult and complex issues, and whether the candidate meets the independence standard described in the section above entitled Director Independence. The Nominating and Corporate Governance Committee then presents qualified candidates to the full Board of Directors for consideration and selection. The Nominating and Corporate Governance Committee will consider nominees for election to the Board that are recommended by stockholders, applying the same criteria for candidates as discussed above, provided that a description of the nominees' qualifications for the directorship, experience and background, a written consent by a nominee to act as such, and other information specified in the By-Laws, accompany the stockholder's recommendation. In accordance with FMC's By-Laws, any stockholder nominations for election as directors at the 2005 Annual Meeting must be delivered to FMC at the address set forth below, not later than January 27, 2005. All nominations must be sent to the

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Nominating and Corporate Governance Committee, care of the Corporate Secretary, FMC Corporation, 1735 Market Street, Philadelphia, Pennsylvania 19103.

Attendance at Annual Meetings The Company expects all of its directors to attend the Annual Meeting of Stockholders. All directors attended the 2003 Annual Meeting, except for Mr. Thompson, who was unable to attend due to a scheduling conflict.

Stockholder Proposals for the 2005 Annual Meeting Stockholders may make proposals to be considered at the 2005 Annual Meeting. In order to make a proposal for consideration at the 2005 Annual Meeting, a stockholder must deliver notice to FMC at the address set forth below, containing certain information specified in the By-Laws, not less than 60 or more than 90 days before the date of the meeting. However, if FMC provides less than 70 days notice of public disclosure of the date of the 2005 Annual Meeting, then a stockholder may make a proposal at that meeting if FMC receives the required notice and additional required information from the stockholder within 10 days of FMC's notice or public disclosure of the date of the annual meeting.

In addition to being able to present proposals for consideration at the 2005 Annual Meeting, stockholders may also be able to have their proposals included in the company's proxy statement and form of proxy for the 2005 Annual Meeting. In order to have a stockholder proposal included in the proxy statement and form of proxy, the proposal must be delivered to FMC at the address set forth below not later than November 18, 2004, and the stockholder must otherwise comply with applicable Securities and Exchange Commission requirements. If the stockholder complies with these requirements for inclusion of a proposal in the company's proxy statement and form of proxy, the stockholder need not comply with the notice requirements described in the preceding paragraph.

A copy of FMC's By-Laws may be obtained by writing to the Corporate Secretary, and all notices referred to above must be sent to the Corporate Secretary, FMC Corporation, 1735 Market Street, Philadelphia, Pennsylvania 19103.

Corporate Governance Documents FMC's public website is located at www.fmc.com. The following corporate governance documents are posted on the website:

Audit Committee Charter

Compensation and Organization Committee Charter

FMC Statement of Governance Principles, Policies and Procedures (which includes both the Nominating and Corporate Governance Committee Charter and the Company's Corporate Governance Principles)

The above documents are available in print upon request. Please direct your request for a copy of any document to Investor Relations Department, FMC Corporation, 1735 Market Street, Philadelphia, Pennsylvania 19103.

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Code of Ethics and Business Conduct Policy FMC has a Code of Ethics and Business Conduct Policy that applies to all directors, officers (including its Chief Executive Officer, Chief Financial Officer and Controller) and employees. It is posted on the Company website whose address is set forth in the preceding section and is available in print by writing to the Investor Relations Department at the address provided in the preceding section. FMC intends to post any amendments to, or waivers from, the Policy required to be disclosed by either SEC or NYSE regulations on its website.

V. Security Ownership of FMC

Management Ownership

The following table shows, as of December 31, 2003, except as otherwise noted, the number of shares of Common Stock beneficially owned by each current director, the executive officers named in the Summary Compensation Table and all current directors and executive officers as a group. Each director and each executive officer named in the Summary Compensation Table beneficially owns less than one percent of the Common Stock.

| Name | Beneficial Ownership on December 31, 2003 ⁽¹⁾ FMC Common Stock | Percent of Class |
|---|---|------------------|
| B. A. Bridgewater, Jr. (2) | 15,543 | * |
| Patricia A. Buffler (2) | 18,121 | * |
| Theodore H. Butz (3) | 69,084 | * |
| G. Peter D. Aloia (2) | 3,050 | * |
| W. Kim Foster (3) | 171,539 | * |
| Mark P. Frissora (1) (2) | 244 | * |
| C. Scott Greer (2) | 2,058 | * |
| Robert I. Harries (3) (4) | 200,953 | * |
| Edward J. Mooney (2) | 15,457 | * |
| William F. Reilly (2) | 24,957 | * |
| Enrique Sosa (2) | 9,396 | * |
| Milton Steele (3) | 99,480 | * |
| James R. Thompson (2) | 12,090 | * |
| William G. Walter (3) | 352,160 | * |
| D. Michael Wilson (3) | 50,039 | * |
| All current directors and executive officers as a group 17 persons (2)(3) | 938,203 | 2.6% |

* Less than one percent of class

(1) Mr. Frissora's ownership is as of January 1, 2004, the effective date of his election as a director of FMC.

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- (2) Includes shares subject to options granted, vested restricted stock units and deferred stock units credited to individual accounts of non-employee directors under the FMC Corporation Compensation Plan for Non-Employee Directors and predecessor plans (See Compensation Plan, on page 13 of this proxy statement). The number of units credited to directors under those plans included in the table above were as follows: Mr. Bridgewater, 14,543; Dr. Buffler, 18,121; Mr. D Aloia, 3,050; Mr. Frissora, 244; Mr. Greer, 2,058; Mr. Mooney, 14,957; Mr. Reilly, 12,666; Mr. Sosa, 9,396; and Mr. Thompson, 12,090. Directors have no power to vote or dispose of shares representing such units until they are distributed after the director retires from the Board of Directors and, until such distribution, directors have only an unsecured claim against FMC.
- (3) Shares beneficially owned include: (i) shares owned by the individual; (ii) shares held by the FMC Corporation Savings and Investment Plan (Savings Plan) for the account of the individual as of December 31, 2003; (iii) restricted stock shares; and (iv) shares subject to options that are exercisable within 60 days of December 31, 2003. Item (iv) includes 291,947 shares for Mr. Walter; 128,492 shares for Mr. Foster; 197,313 shares for Mr. Harries; 52,140 shares for Mr. Steele; 45,925 shares for Mr. Butz; and 32,085 shares for Mr. Wilson; and 609,450 shares for all current executive officers as a group.
- (4) Mr. Harries retired effective October 1, 2003.

Other Security Ownership

FMC knows that the persons listed below beneficially own more than five percent of FMC's Common Stock as of December 31, 2003:

| Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership | Percent of Class |
|--|--|------------------|
| FMC Corporation Savings and Investment Trust c/o Fidelity Management Trust Company 82 Devonshire Street Boston, MA 02109 | 2,766,010 shares held in trust for participants in the employee 401(k) plan (1) | 7.8% |
| FMR Corp 82 Devonshire Street Boston, MA 02109 | 3,578,120 shares (2) | 10.1% |
| Pzena Investment Management LLC 830 Third Avenue, 14th Floor New York, NY 10022 | 2,919,388 shares (2) | 8.3% |
| LSV Asset Management 1 N. Wacker Drive, Suite 4000 Chicago, IL 60606 | 1,778,430 shares (2) | 5% |

- (1) These shares are held in trust for the beneficial owners (the participants in FMC Corporation Savings and Investment Plan) and shall be voted by the trustee in proportion to the votes received by participants, if the

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beneficial owners do not exercise their right to direct such vote. In response to a tender or exchange offer, the trustee may tender or sell shares only in accordance with the written instructions of the participants.

- (2) The number of shares of stock beneficially owned was determined by a review of Schedules 13G, as amended, filed with the Securities and Exchange Commission.

VI. Executive Compensation

The following tables, charts and narrative show all compensation awarded, paid to or earned in 2003 by the Chief Executive Officer, each of the current four other most highly compensated executive officers, and Mr. Harries, who was an executive officer during 2003 but retired on October 1, 2003.

Summary Compensation Table

| Name and Principal Position (A) | Year (B) | Annual Compensation | | | Long-Term Compensation | | All Other Compensation (2) \$ (H) |
|--|-------------|---------------------|--------------------|----------------------------------|--|--|--|
| | | Salary \$ (C) | Bonus \$ (D) | Other Annual Compensation (E) | Awards | | |
| | | | | | Restricted Stock Award (1) \$ (F) | Securities Underlying Options/SARs # (G) | |
| WILLIAM G. WALTER | | | | | | | |
| Chairman, President and | 2003 | 735,833 | 927,150 | | 462,750 | 123,290 | 69,363 |
| | 2002 | 683,333 | 492,000 | | 0 | 154,110 | 56,867 |
| Chief Executive Officer | 2001 | 567,419 | 310,699 | | 0 | 154,113 | 51,269 |
| ROBERT I. HARRIES | | | | | | | |
| | 2003 | 403,091(3) | 201,220 | | 277,650(4) | 33,670(4) | 460,795 |
| Senior Vice President, | 2002 | 416,813 | 201,363 | | 0 | 42,130(4) | 32,392 |
| General Manager | 2001 | 380,362 | 208,052 | | 0 | 42,131(4) | 34,464 |
| Industrial Chemicals Group and Shared Services | | | | | | | |
| W. KIM FOSTER | | | | | | | |
| | 2003 | 431,534 | 367,883 | | 277,650 | 30,350 | 15,595 |
| Senior Vice President and | 2002 | 413,211 | 216,358 | | 0 | 37,940 | 15,290 |
| | 2001 | 385,142 | 295,651 | | 0 | 37,937 | 35,653 |

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| Chief Financial Officer | | | | | | | |
|------------------------------------|------|---------|---------|-----------|---------|--------|--------|
| MILTON STEELE | 2003 | 327,346 | 373,626 | | 0 | 24,230 | 27,307 |
| | 2002 | 312,999 | 177,659 | | 367,745 | 26,980 | 26,445 |
| Vice President, General Manager | 2001 | 256,208 | 120,238 | | 0 | 26,976 | 22,902 |
| Agricultural Products Group | | | | | | | |
| THEODORE H. BUTZ | 2003 | 294,379 | 164,661 | | 185,100 | 13,570 | 12,037 |
| | 2002 | | | | | | |
| Vice President, General Manager | | (5) | | | | | |
| Specialty Chemicals Group | | | | | | | |
| D. MICHAEL WILSON | 2003 | 276,871 | 282,783 | 70,334(6) | 0 | 12,650 | 34,155 |
| | 2002 | | | | | | |
| Vice President, General Manager | | (5) | | | | | |
| Industrial Chemicals Group | | | | | | | |

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- (1) The amount stated in this column is the value of the award as of the date of grant, May 1, 2003. As of December 31, 2003, the six officers listed in the table held FMC restricted shares with a value based on the closing market price per share of FMC Common Stock on December 31, 2003, the last trading day of the year, as follows: Mr. Walter, 32,626 shares at \$1,113,525; Mr. Harries, 0 shares; Mr. Foster, 24,532 shares at \$837,277; Mr. Steele, 9,500 shares at \$324,235; Mr. Butz, 10,000 shares at \$341,300; and Mr. Wilson, 7,000 shares at \$238,910. The holders of these restricted shares are entitled to receive additional payments for additional shares of restricted stock equal to the value of any dividends paid by FMC on its Common Stock.
- (2) These amounts include the following: for Mr. Walter, \$59,129 for annual FMC matching contributions to the FMC Corporation Savings and Investment Plan and the FMC Corporation Non-Qualified Savings and Investment Plan (matching contributions), and \$10,234 for life insurance; for Mr. Harries, \$23,841 for matching contributions and a \$436,954 payment to Mr. Harries in connection with his retirement; for Mr. Foster, \$10,000 for matching contributions and \$5,595 for life insurance; for Mr. Steele, \$23,035 for matching contributions and \$4,272 for life insurance; for Mr. Butz, \$10,000 for matching contributions and \$2,037 for life insurance; and for Mr. Wilson, \$32,269 for matching contributions and \$1,886 for life insurance.
- (3) Mr. Harries retired from FMC on October 1, 2003. This amount includes payment for accrued vacation.
- (4) These unvested restricted stock and stock option awards expired in accordance with the terms of the FMC Corporation Incentive Compensation and Stock Plan upon Mr. Harries' retirement.
- (5) Messrs. Butz and Wilson became executive officers in 2003.
- (6) This amount relates to reimbursement for relocation expenses including an associated tax gross-up.

Option Grants in 2003

The table below shows information on grants of FMC stock options in 2003 made to the officers named in the Summary Compensation Table. FMC did not grant stock appreciation rights during 2003.

| Name (A) | Number of Securities Underlying Options Granted in 2003 # (B) | Percent of Total Options Granted to Employees in 2003 (C) | Exercise or Base Price \$/Sh (D) | Expiration Date (E) | Grant Date Present Value \$ (F) |
|-----------------------|---|--|-------------------------------------|------------------------|------------------------------------|
| William G. Walter | 123,290 | 17.8 | 15.83 | 3/03/2013 | 625,080 |
| Robert I. Harries (1) | 33,670 | 4.9 | N/A | N/A | N/A |
| W. Kim Foster | 30,350 | 4.4 | 15.83 | 3/03/2013 | 153,875 |
| Milton Steele | 24,230 | 3.5 | 15.83 | 3/03/2013 | 122,846 |
| Theodore H. Butz | 13,570 | 1.9 | 15.83 | 3/03/2013 | 68,800 |
| D. Michael Wilson | 12,650 | 1.8 | 15.83 | 3/03/2013 | 64,136 |

- (1) These unvested stock options expired in accordance with the terms of the FMC Corporation Incentive Compensation and Stock Plan upon Mr. Harries' retirement on October 1, 2003.

The Black-Scholes option-pricing model was used to value these options as of the date granted, March 3, 2003. The model assumed: an exercise price of \$15.83 per share, equal to the fair market value of FMC Common Stock on the date of grant; an average option life of 5 years; an interest rate of 2.41% that represents the interest rate on a U.S. Treasury security on the date of grant with a maturity date corresponding to that of the option term;

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an assumed annual volatility of underlying stock of 31.52%; and no dividends being paid. FMC made no assumptions regarding restrictions on vesting or the likelihood of vesting.

The ultimate values of the options will depend on the future market price of FMC's Common Stock (as applicable), which cannot be forecast with reasonable accuracy. The actual value, if any, an option holder will realize when exercising an option will depend on the excess of the market value of FMC's Common Stock over the exercise price on the date the option is exercised.

Aggregated Option Exercises in 2003 and Year-End Option Values

Shown below is information with respect to options to purchase FMC's Common Stock exercised in 2003 by the officers named in the Summary Compensation Table and the value of FMC unexercised options held by them at December 31, 2003.

| Name (A) | Shares Acquired On Exercise (#) (B) | Value Realized (\$) (C) | Number of Securities Underlying Unexercised Options/SARs at 12/31/2003 Exercisable/Unexercisable (#) (D) | Value of Unexercised In-the Money Options at 12/31/2003 Exercisable/Unexercisable (\$) (E) |
|-----------------------|--|----------------------------------|---|--|
| William G. Walter | 0 | 0 | 137,833/431,514 | 975,913/2,276,241 |
| Robert I. Harries (1) | 17,920 | 308,649 | 197,313/0 | 1,112,315/0 |
| W. Kim Foster | 0 | 0 | 90,554/106,227 | 728,443/560,337 |
| Milton Steele | 0 | 0 | 25,164/78,186 | 122,346/446,916 |
| Theodore H. Butz | 0 | 0 | 27,262/50,894 | 62,218/250,757 |
| D. Michael Wilson | 0 | 0 | 14,679/47,465 | 0/233,758 |

(1) Mr. Harries retired from the Company on October 1, 2003.

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Retirement Plans

The following table shows the estimated annual retirement benefits under FMC's pension plan (and its supplements) for eligible salaried employees (including officers) payable upon retirement at age 65 (normal retirement age) in 2003 at various levels of compensation and years of service. Payment of benefits shown is contingent on the continuation of the present plan (and its supplements) until the employee retires.

Pension Plan Table

Estimated Annual Retirement Benefits for Years of Service Indicated

| Final Average Earnings | Estimated Annual Retirement Benefits for Years of Service Indicated | | | | | |
|------------------------|---|-------------|-------------|-------------|-------------|-------------|
| | 15 Years | 20 Years | 25 Years | 30 Years | 35 Years | 40 Years |
| \$ 150,000 | \$ 30,279 | \$ 40,372 | \$ 50,465 | \$ 60,557 | \$ 70,650 | \$ 81,900 |
| \$ 250,000 | \$ 52,779 | \$ 70,372 | \$ 87,965 | \$ 105,557 | \$ 123,150 | \$ 141,900 |
| \$ 350,000 | \$ 75,279 | \$ 100,372 | \$ 125,465 | \$ 150,557 | \$ 175,650 | \$ 201,900 |
| \$ 450,000 | \$ 97,779 | \$ 130,372 | \$ 162,965 | \$ 195,557 | \$ 228,150 | \$ 261,900 |
| \$ 550,000 | \$ 120,279 | \$ 160,372 | \$ 200,465 | \$ 240,557 | \$ 280,650 | \$ 321,900 |
| \$ 650,000 | \$ 142,779 | \$ 190,372 | \$ 237,965 | \$ 285,557 | \$ 333,150 | \$ 381,900 |
| \$ 900,000 | \$ 199,029 | \$ 265,372 | \$ 331,715 | \$ 398,057 | \$ 464,400 | \$ 531,900 |
| \$1,150,000 | \$ 255,279 | \$ 340,372 | \$ 425,465 | \$ 510,557 | \$ 595,650 | \$ 681,900 |
| \$1,300,000 | \$ 289,029 | \$ 385,372 | \$ 481,715 | \$ 578,057 | \$ 674,400 | \$ 771,900 |
| \$1,450,000 | \$ 322,779 | \$ 430,372 | \$ 537,965 | \$ 645,557 | \$ 753,150 | \$ 861,900 |

- Final Average Earnings in the table means the average of covered compensation for the highest 60 consecutive calendar months out of the 120 calendar months immediately before retirement. Covered compensation includes amounts appearing in Columns (C) and (D) of the Summary Compensation Table on page 18.
- At December 31, 2003, Messrs. Walter, Harries, Foster, Steele, Butz and Wilson had, respectively, 29, 26, 25, 26, 12 and 6 years of credited service under the pension plan (and its supplements).
- Applicable benefits for employees whose years of service and earnings differ from those shown in the table are equal to (A + B) times C where: (A) equals 1% of allowable Social Security covered compensation (\$43,968 for a participant retiring at age 65 in 2003) times years of credited service (up to a maximum of 35 years) plus 1.5% of the difference between Final Average Earnings and allowable Social Security compensation times years of credited service (up to a maximum of 35 years); (B) equals 1.5% of Final Average Earnings times years of credited service in excess of 35 years; and (C) equals the ratio of credited service at termination to credited service projected to age 65.
- The amounts shown will not be reduced by Social Security benefits or other offsets. As the Code limits the annual benefits that may be paid from a tax-qualified retirement plan, FMC has adopted permitted supplemental arrangements to maintain total benefits during retirement at the levels shown in the table.

Termination and Change of Control Arrangements

Plan and Participants. FMC maintains an Executive Severance Plan that includes approximately 20 officers and managers, including the individuals listed in the Summary Compensation Table.

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Benefits. If a change in control (as described below) of FMC occurs and if, within two years of that change of control, a participant's employment is terminated without cause or a participant voluntarily terminates his or her employment because his or her duties, location, salary, compensation or benefits are changed or are reduced, then the participant is entitled to benefits from FMC. In general, those benefits include: (i) a lump sum payment of three, two or one (depending on position) times salary and highest target management incentive award; (ii) immediate vesting of long-term incentive awards, restricted stock and stock options; (iii) continuation of medical and other benefits for up to three years; and (iv) distribution of accrued retirement and 401(k) plan benefits. FMC will compensate the participant for any excise tax liability as a result of payments under the plan. The Chief Executive Officer and President can also receive these benefits if he voluntarily terminates his employment with FMC within the thirteenth month after a change in control of FMC. Under the specific provisions of Messrs. Walter, Foster, Steele, Butz and Wilson's executive severance agreements, each will receive a lump sum payment of three times his salary and highest target management incentive award.

Change in Control. In general, the following transactions are considered as changes in control under the plan: (a) a third party's acquisition of 20 percent or more of FMC's Common Stock; (b) a change in the majority of the Board of Directors; (c) completing certain reorganization, merger or consolidation transactions or a sale of all or substantially all of FMC's assets; or (d) the complete liquidation or dissolution of FMC.

Report of the Compensation and Organization Committee on Executive Compensation

The Report of the Compensation and Organization Committee on Executive Compensation that follows shall not be deemed to be incorporated by reference into any filing made by FMC under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this proxy statement by reference, except to the extent FMC incorporates such Report by specific reference.

Goals. FMC's executive compensation program is designed to align total compensation with stockholder interests. The program is intended to:

- Incent and reward executives for sound business management and achieve improvements in stockholder value
- Balance variable pay components so that both short and longer-term operating and strategic objectives are recognized
- Require the achievement of objectives within a high-performance environment to be rewarded financially

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- Attract, motivate and retain executive talent necessary for the long-term success of FMC

The program consists of three different compensation components: base salary; variable cash incentive awards (annual bonuses); and long-term incentive awards (stock options and restricted stock). Effective in 2004, the long-term incentive awards may also include a performance-based cash component.

Base salary. FMC uses external surveys to set competitive compensation levels (salary ranges) for its executives. In order to obtain the most comprehensive survey data for review, the group of companies in the surveys is broader than the S&P Midcap 400 Index and includes companies comparable to those in the SP400 Diversified Chemicals Index. However, companies in both these Indices, which are included in the stock performance graph on page 26, are well represented in the surveys.

Salary ranges for FMC executives are established based on similar positions in other companies of comparable size and complexity. Generally, FMC sets its competitive salary midpoint for an executive officer at the median level compared with the companies surveyed. Performance levels within the ranges are delineated to recognize different levels of performance ranging from needs improvement to exceptional. As a result, although nominally targeted to fall at or near the 50th percentile of such comparable organizations, compensation may fall anywhere within the salary range based on performance.

Starting placement in a salary range is a function of an employee's skills, experience, expertise and anticipated job performance. Each year performance is evaluated against mutually agreed upon objectives and performance standards that may, in part, be subjective; a performance rating is established; and a salary increase may be granted. Performance factors used may include timely responses to downturns in major markets, setting strategic direction, making key management changes, divesting businesses and acquiring new businesses, continuing to improve operating efficiency, and developing people and management capabilities. The relative importance of each of these factors varies based on the strategic thrust and operating requirements of each of the businesses.

Mr. Walter received a base salary increase of 7.9% effective March 1, 2003.

Management Incentive Awards. The FMC Corporation Incentive Compensation and Stock Plan (Plan) provides for annual cash incentives for achievement of both individual performance targets and business performance targets based on performance goals, which for 2003 included net income from continuing operations and net debt. The Committee oversees Plan objectives and design as well as the setting of performance targets and approval of Plan results. Participation in the Plan is based on opportunity to influence performance and growth at FMC, position level, competitive practice for similar positions, performance and potential. Achieving high standards of business and individual

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performance are rewarded financially, and significant compensation is at risk if these high standards are not met. Participants in the Plan have annual targets that range from 24 percent to 75 percent of base pay. Business performance incentives range from 30 percent to 70 percent of the total target incentive, while actual payments for business performance can range from zero to three times target. Effective in 2004, the range will be zero to two times target.

The annual performance incentive (the API) is the individual performance target, and generally comprises 30 to 70 percent of the total target incentive. It is awarded based on achieving annual objectives set for the individual's most important business responsibilities. The API is less quantitative than the business performance incentive. It varies by individual performance and can be rewarded in a range from zero to two times the target percentage.

Mr. Walter's 2003 broad objectives focused on improving operating and financial performance, expanding key external relationships with institutional investors and investment analysts, organizational and people development issues, corporate and business unit strategy development, occupational and process safety performance, and security. Mr. Walter's bonus for 2003, shown in Column D of the Summary Compensation Table, was \$927,150.

Equity Awards. The Plan is designed to closely link the long-term reward of executives with increases in stockholder value, and gives the Committee broad discretion to select the appropriate types of rewards. Equity awards under the Plan in 2003 consisted of nonqualified stock options and restricted stock. The stock options have a vesting period as determined by the Committee, normally about three years. Stock options have a term of 10 years and unvested options generally expire upon termination of employment, unless such termination is a result of death, disability or retirement on or after age 62, or not for cause, in which case the option may be exercised for periods beyond termination of employment, but not beyond the term of the option. The exercise price of options is the fair market value of Common Stock on the date of the grant. The restricted stock has a vesting period as determined by the Committee, normally three or four years. To determine the number of options and/or shares of restricted stock to be granted to an executive, we establish an award level based on a prevalence of market data as provided by an independent consultant. In approving grants under the Plan, the number of options and shares of restricted stock previously awarded to and held by executive officers is considered, but is not regarded as a significant factor in determining the size of the current awards. Mr. Walter's 2003 option grant is as indicated on page 19 in this proxy statement in the section headed Option Grants in 2003. Restricted stock grants appear in Column F of the Summary Compensation Table.

Section 162(m) Deductibility. The Committee is advised that the Plan meets the requirements for deductibility under Section 162(m) of the Code. However, not all grants

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that may be made under the Plan or that have been made under the Plan meet all requirements for deductibility under Section 162(m) of the Code. However, unless the amounts involved become material, the Committee believes that it is more important to preserve its flexibility under the Plan to craft appropriate incentive awards than to meet every requirement for deductibility with respect to every grant. The Committee continues to believe that this is not a currently significant issue and will continue to monitor the issue prospectively.

Stock Ownership Policy. FMC has established guidelines setting expectations for the ownership of FMC stock by executive officers. The guidelines for stock retention are based on a multiple of one to four times the employee's base pay midpoint. All current FMC executive officers named in this proxy statement are in compliance with the stock ownership guidelines.

The preceding report has been furnished by the following members of the Compensation and Organization Committee:

Edward J. Mooney, Chairman

B.A. Bridgewater

C. Scott Greer

William F. Reilly

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Stockholder Return Performance Presentation

The graph that follows shall not be deemed to be incorporated by reference into any filing made by FMC under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this proxy statement by reference, except to the extent FMC incorporates such graph by specific reference. The following Stockholder Return Performance Graph compares the five-year cumulative return on FMC's Common Stock for the period from January 1, 1999 to December 31, 2003, with the S&P Midcap 400 Index and the S&P 400 Diversified Chemicals Index. The comparison assumes \$100 was invested on January 1, 1999 in the Company's Common Stock and in each of the Indices and assumes reinvestment of the dollar value of FMC's distribution of FMC Technologies stock on December 31, 2001. For the purposes of this graph, the FMC Technologies dividend is treated as a non-taxable cash dividend that would have been reinvested in additional FMC shares on January 2, 2002.

VII. Other Matters

Section 16(a) Beneficial Ownership Reporting Compliance

Based on a review of forms filed and information provided by officers and directors to FMC, FMC believes that all Securities Exchange Act of 1934 Section 16(a) requirements were fully met with the following exceptions: one late report for each of Messrs. Deas, Foster,

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Harries, Steele, Walter, Wood and Ms. Utecht with regard to a stock option grant; one late report for each of Messrs. Foster, Harries, Walter and Wood with regard to the withholding of stock to satisfy withholding tax obligations due on the vesting of restricted stock where the grant of such stock had been previously reported. In all cases the delays were the result of administrative error and were not caused by the executives.

Audit Committee Report

The Audit Committee Report that follows shall not be deemed to be incorporated by reference into any filing made by FMC under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this proxy statement by reference, except to the extent FMC incorporates such Report by specific reference.

During the past year, the Audit Committee met nine times, including telephonic meetings, to discuss quarterly results and other matters. In carrying out its duties, the Committee has:

- Reviewed and discussed the audited consolidated financial statements with management and KPMG, the company's independent public accountants;
- Discussed with KPMG the matters required to be discussed by the Statement on Auditing Standards No. 61, Communications with Audit Committees, as amended;
- Discussed various matters with KPMG related to the Company's consolidated financial statements, including all critical accounting policies and practices used, all alternative treatments for material items that have been discussed with Company management, and all other material written communications between KPMG and management.
- Received the written disclosures and the letter from KPMG as required by Independence Standards Board Standard No. 1, and has confirmed with KPMG its independence.

In reliance upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in FMC's Annual Report on Form 10-K for the year ended December 31, 2003.

The preceding report has been furnished by the following members of the Audit Committee:

G. Peter D Aloia, Chairman

Patricia A. Buffler

Mark P. Frissora

Edward J. Mooney

Enrique J. Sosa

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Electronic Delivery of Annual Meeting Materials

This proxy statement, FMC's Annual Report and Form 10-K are available on FMC's website at www.fmc.com. If you currently receive shareholder communications by mail, you can save FMC postage and printing expense by consenting to access these and other documents in the future over the Internet. If you vote your shares for the Annual Meeting by Internet, you will be offered the opportunity to enroll in our electronic delivery program. If you choose to enroll, you will receive notice next year when proxy materials or other documents distributed to shareholders are available, with instructions on how to view them and, if applicable, how to submit voting instructions. Your enrollment in FMC's electronic delivery program will remain in effect until you revoke it. Please be aware that if you choose electronic delivery, you may incur costs, such as telephone and Internet access charges, for which you will be responsible.

Management encourages you to participate in this opportunity and the householding program described below.

Householding Election

Securities and Exchange Commission rules allow multiple stockholders residing at the same address, the convenience of receiving a single copy of proxy statements, annual reports and other stockholder information at such address if they consent to do so. This is known as Householding. It will provide greater convenience for stockholders and reduce costs for the Company, as well as reduce the number of duplicate documents that you receive.

By checking the Yes or For box in the Householding Election section of your proxy card or voting instruction form, you are consenting to the mailing of a single copy of proxy statements, annual reports and other stockholder information to the account address. The same result will apply if you abstain from voting on the Householding Election. If you are enrolled in our Householding program, a separate proxy card for each registered stockholder account will continue to be mailed. Your consent will be perpetual unless you revoke it, which you may do at any time. To change or revoke your consent, contact FMC's agent, ADP Investor Communications Services, by calling (toll free) (800) 542-1061, or by writing to ADP, Householding Department, 51 Mercedes Way, Edgewood, New York, 11717. If you revoke your consent, you will begin receiving individual copies of future mailings within 30 days after receipt of your revocation notice. Even if you are enrolled in the Householding program, you may always obtain a separate copy of proxy materials, annual reports and other stockholder information for any additional stockholder residing at an address to which only one copy was mailed, by contacting the Investor Relations Department, FMC Corporation, 1735 Market Street, Philadelphia, Pennsylvania 19103.

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Please note that if you do not indicate your objection to Householding by checking **No** in the appropriate box on your proxy card or **Against** on the voting instruction form, you will be considered to have consented to Householding and it will start 60 days after the date of this proxy statement.

Expenses Relating to this Proxy Solicitation

FMC will pay all expenses relating to this proxy solicitation. In addition to this solicitation by mail, FMC officers, directors, and employees may solicit proxies by telephone or personal call without extra compensation for that activity. FMC also expects to reimburse banks, brokers and other persons for reasonable out-of-pocket expenses in forwarding proxy material to beneficial owners of FMC stock and obtaining the proxies of those owners. FMC has retained Georgeson Shareholder Communications Inc. to assist in the solicitation of proxies. FMC will pay the cost of such assistance, which is estimated to be \$6,000 plus reimbursement for out-of-pocket fees and expenses.

Andrea E. Utecht

Vice President,

General Counsel and Secretary

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APPENDIX A

AUDIT COMMITTEE CHARTER

I. Purpose

The Audit Committee shall assist the Board of Directors in monitoring (1) the integrity of the financial statements of the Company, (2) the independent auditor's qualifications and independence, (3) the performance of the Company's internal audit function and independent auditor and (4) the compliance by the Company with legal and regulatory requirements.

The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy report.

II. Composition and Meetings

The Audit Committee shall consist of no fewer than three members, one of whom shall serve as Chairman. The members of the Audit Committee shall meet the independence and experience requirements of the New York Stock Exchange, Section 10A of the Securities Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002, and the rules promulgated thereunder. At least one member of the Audit Committee shall be a financial expert as defined by the Securities and Exchange Commission. Audit Committee members shall generally not serve simultaneously on the audit committees of more than two other public companies; exceptions shall be reviewed and approved by the Board of Directors, and disclosed as required.

The Chairman and other members of the Audit Committee shall be appointed by the Board of Directors on the recommendation of the Nominating Committee. Audit Committee members may be replaced by the Board, subject to new members satisfying the independence, experience and financial expertise requirements referred to above.

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall meet periodically with management, internal auditors and the independent auditor in separate executive sessions. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

A number of directors equal to 33% or more of the Committee (but in no event fewer than two) shall constitute a quorum of the Committee for the transaction of business. A majority of members present may adjourn the meeting from time to time until a quorum is present.

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In his absence, the Chairman of the Committee may designate a member of the Committee to serve as chairman for the meeting or, in the absence of such designation, a majority of the members present at the meeting shall appoint a chairman for the meeting.

III. Authority, Duties and Responsibilities

Review Procedures

The Audit Committee, to the extent it deems necessary and appropriate, shall:

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in Management's Discussion and Analysis and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. In connection with the reviews of the Form 10-K's and Form 10-Q's above, review and discuss with management and the independent auditor the following matters, as applicable:

Significant issues regarding accounting principles, financial reporting, financial statement presentation, and judgments made in the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles;

Significant issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies;

The independent auditor's report on:

- a) All critical accounting policies and practices to be used;
- b) Alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
- c) Other material written communication between the independent auditor and management, such as any management letter or schedule of unadjusted differences;

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Matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, and any restrictions on the scope of activities or access to requested information, and any significant disagreements with management;

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Disclosures made to the Audit Committee by the Company's CEO and CFO regarding compliance with their certification obligations as required under the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, including the Company's disclosure controls and procedures and internal controls over financial reporting and evaluations thereof.

The effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the Company's financial statements.

4. Discuss with management the Company's policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and steps management has taken to monitor and control such exposures, as well as significant estimates affecting the Company's financial statements, such as litigation, tax and environmental matters.
5. Review with management the Company's earnings press releases, including the use of pro-forma or non-GAAP information, as well as information and earnings guidance provided to analysts and ratings agencies. Such discussions may be done generally, consisting of discussing the types of information to be disclosed and the types of presentations to be made.
6. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

Independent Auditors

1. The Audit Committee has sole authority to appoint or replace the independent auditor, subject to shareholder ratification. The independent auditor shall report directly to the Audit Committee.
2. The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditors, including the resolution of disagreements between management and the independent auditor regarding accounting and financial reporting, for the purpose of preparing or issuing an audit report or related work.
3. The Audit Committee shall pre-approve all audit and permitted non-audit services to be performed for the Company by the independent auditor, as described in the Audit Committee Pre-Approval Policy.
4. Obtain and review a report from the independent auditor at least annually regarding the following:

The independent auditor's internal quality-control procedures;

Material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or

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professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;

Steps taken to deal with any such issues;

All relationships between the independent auditor and the Company.

Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board of Directors.

5. Review and evaluate the lead partner of the independent audit team. Ensure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit, as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
6. Establish and review policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.
7. Discuss with the independent auditor any communications between the audit team and the audit firm's national office respecting auditing and accounting issues presented by management.
8. Discuss with the independent auditor the annual audit plan, including scope, staffing, locations to visit, key risk areas, and general audit approach.
9. Discuss with the independent auditor and internal auditors the effectiveness of the Company's finance and accounting organization.

Internal Audit Department

1. Discuss the internal audit plan with the director of internal audit, including the scope, budget and qualifications of the internal audit staff, as deemed necessary.
2. Approve the appointment, performance and replacement of the director of internal audit.
- 3.

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Review significant internal audit findings with the director of internal audit, along with management's responses and follow-up to the findings, together with explanations for any significant deviations from the original plan.

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Compliance and Other Matters

1. Review annually the travel and entertainment expenses of the Chairman and President, and a summary of all other corporate officers' travel and entertainment expenses.
2. Review and discuss any reports from the Public Policy Committee, management, internal auditors and independent auditor regarding the Company's (including its subsidiary/foreign affiliated entities) conformity with applicable legal requirements and the Company's Code of Ethics and Business Conduct Guidelines.
3. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports, which raise material issues regarding the Company's financial statements or accounting policies.
4. Establish and review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
5. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities. For that purpose, the Committee shall be empowered to retain independent counsel, accountants, or other advisors to assist in the conduct of such investigations and shall advise the Board as to the nature and extent of such investigations. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee.
6. Perform a self-assessment of the Audit Committee's performance annually.
7. Maintain appropriate minutes of meetings and report regularly to the Board of Directors on significant results of the Committee's activities.

IV. Limitation of Audit Committee Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

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FMC Corporation
1735 Market Street
Philadelphia, PA 19103

**Notice of
Annual Meeting of Stockholders
April 27, 2004
and Proxy Statement**

FMC Corporation

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VOTE BY INTERNET - www.proxyvote.com

FMC CORPORATION

1735 MARKET STREET

PHILADELPHIA, PENNSYLVANIA 19103

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign, and date your proxy card and return it in the enclosed postage-paid envelope.

Do not return this proxy card if you vote by Internet or telephone.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: FMC001 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

FMC CORPORATION

The Board of Directors recommends a vote FOR the listed nominees.

| | | | | |
|--|---------------------------------|--------------------------------------|--|--|
| <p>1. Election of three Directors to serve in Class III for a term expiring in 2007 as set forth in the Proxy Statement - Nominees:</p> <p>01) William F. Reilly 02) James R. Thompson 03) William G. Walter</p> | <p>For All</p> <p>..</p> | <p>Withhold All</p> <p>..</p> | <p>For All Except</p> <p>..</p> | <p>To withhold authority to vote, mark For All Except and write the nominee's number on the line below.</p> <p>_____</p> |
|--|---------------------------------|--------------------------------------|--|--|

For Against Abstain

The Board of Directors recommends a vote FOR the following proposal:

| | | | |
|--|-----------|-----------|-----------|
| <p>2. Ratification of the Appointment of Independent Public Accountants.</p> | <p>..</p> | <p>..</p> | <p>..</p> |
|--|-----------|-----------|-----------|

PLEASE VOTE, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

Please sign exactly as your name appears hereon, if the stock is registered in the names of two or more persons each should sign. Executors, administrators, trustees, guardians and attorneys-in-fact should add their titles. If the signer is a corporation, please give full corporate name and have a duly authorized officer sign stating such officer's title. If the signer is a partnership, please sign the partnership name by an authorized person.

For address changes, please check this box and ..

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write them on the back where indicated

HOUSEHOLDING ELECTION - Mark YES to enroll

Yes No

this account to receive certain future security holder

documents in a single package per household. Mark

NO if you do not want to participate. See Householding section of proxy statement.

.. ..

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

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PROXY

FMC CORPORATION

This Proxy is Solicited on Behalf of the Board of Directors.

The undersigned hereby appoints William G. Walter, W. Kim Foster and Andrea E. Utecht, and each of them, proxy for the undersigned, with full power of substitution, to vote in the manner indicated on the reverse side of this proxy, and with discretionary authority as to any other matters that may properly come before the meeting, all shares of common stock of FMC Corporation which the undersigned is entitled to vote at the Annual Meeting of Stockholders of FMC Corporation to be held at 2:00 P.M., Tuesday, April 27, 2004, at the Top of the Tower, 50th Floor, 1717 Arch Street, Philadelphia, Pennsylvania or any adjournments or postponements thereof.

If shares of FMC Corporation common stock are held for the account of the undersigned under any employee plan that grants to the undersigned the right to direct the voting of such shares (each such plan being referred to as a Plan), then the undersigned hereby directs the trustee of each Plan to vote all shares of FMC Corporation common stock in the undersigned's account under such Plan at the Annual Meeting, or any adjournments or postponements thereof, in the manner indicated on the reverse side of this proxy, and in the discretion of the trustee as to any other matter that may properly come before the Annual Meeting.

NOT VALID UNLESS DATED AND SIGNED ON REVERSE SIDE

This proxy, when properly executed, will be voted in the manner directed herein by the stockholder. If no direction is made, this proxy will be voted FOR Proposals 1 and 2 (or, if you are entitled to vote shares held under an employee benefit plan and you either do not direct the trustee by April 22, 2004 how to vote these shares, or if you vote on some but not all matters that come before the Annual Meeting, the trustee will, in the case of shares held in the FMC Corporation Savings and Investment Plan, vote these undirected shares in proportion to the votes received from other participants, and in the case of other employee plans, vote these shares in the trustee's discretion, except to the extent that the plan or applicable law provides otherwise.)

Address Change:

(If you noted any Address Change above, please mark the corresponding box on the reverse side.)