

FMC CORP

Form 4

March 29, 2005

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 *
WILSON D MICHAEL

(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)
03/28/2005

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/28/2005		M	8,579 A	\$ 43.2752 31,031	D	
Common Stock	03/28/2005		M	6,101 A	\$ 36.6528 37,132	D	
Common Stock	03/28/2005		S	100 D	\$ 54.04 37,032	D	
Common Stock	03/28/2005		S	480 D	\$ 54.05 36,552	D	
Common Stock	03/28/2005		S	200 D	\$ 54.04 36,352	D	

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Common Stock	03/28/2005	S	200	D	\$ 54.07	36,152	D
Common Stock	03/28/2005	S	400	D	\$ 54.08	35,752	D
Common Stock	03/28/2005	S	600	D	\$ 54.15	35,152	D
Common Stock	03/28/2005	S	400	D	\$ 54.17	34,752	D
Common Stock	03/28/2005	S	600	D	\$ 54.23	34,152	D
Common Stock	03/28/2005	S	400	D	\$ 54.15	33,752	D
Common Stock	03/28/2005	S	300	D	\$ 54.18	33,452	D
Common Stock	03/28/2005	S	300	D	\$ 54.17	33,152	D
Common Stock	03/28/2005	S	1,000	D	\$ 54.2	32,152	D
Common Stock	03/28/2005	S	500	D	\$ 54.27	31,652	D
Common Stock	03/28/2005	S	1,200	D	\$ 54.33	30,452	D
Common Stock	03/28/2005	S	2,400	D	\$ 54.36	28,052	D
Common Stock	03/28/2005	S	1,200	D	\$ 54.3	26,852	D
Common Stock	03/28/2005	S	600	D	\$ 54.31	26,252	D
Common Stock	03/28/2005	S	800	D	\$ 54.32	25,452	D
Common Stock	03/28/2005	S	200	D	\$ 54.34	25,252	D
Common Stock	03/28/2005	S	300	D	\$ 54.39	24,952	D
Common Stock	03/28/2005	S	700	D	\$ 54.4	24,252	D
Common Stock	03/28/2005	S	1,000	D	\$ 54.37	23,252	D
Common Stock	03/28/2005	S	200	D	\$ 54.42	23,052	D
	03/28/2005	S	600	D	\$ 54.35	22,452	D

Common
StockCommon
Stock

7,219.41 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)	\$ 43.2752	03/28/2005		M	8,579	01/02/2000	03/31/2007	Common Stock	8,579	
Stock Option (Right to Buy)	\$ 36.6528	03/28/2005		M	6,101	01/02/2001	02/24/2008	Common Stock	6,101	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILSON D MICHAEL
1735 MARKET STREET
PHILADELPHIA, PA 19103

VP, Group Manager

Signatures

Andrea Utecht, as attorney in fact for D. Michael
Wilson

03/29/2005

__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 March 28, 2005.

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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