

STEELE MILTON
Form 4
February 17, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEELE MILTON

2. Issuer Name and Ticker or Trading Symbol
FMC CORP [FMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2011

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Pres., Agricultural Chem. Gp.

1735 MARKET STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

PHILADELPHIA, PA 19103

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					98,514.275	I	Thrift Plan ⁽¹⁾
Common Stock	02/15/2011		M		12,622	A	\$ 18.975 53,756
Common Stock	02/15/2011		M		15,064	A	\$ 24.03 68,820
Common Stock	02/15/2011		M		12,554	A	\$ 31.275 81,374
Common Stock	02/15/2011		M		10,628	A	\$ 37.39 92,002

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Common Stock 02/15/2011 S 50,868 D \$ 80.6001 41,134 D

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

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SEC 1474
(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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.97	02/15/2011		M	12,622	02/26/2007 02/26/2014	Common Stock	12,622
Stock Option (Right to Buy)	\$ 24.03	02/15/2011		M	15,064	02/17/2008 02/17/2015	Common Stock	15,064
Stock Option (Right to Buy)	\$ 31.275	02/15/2011		M	12,554	02/23/2009 02/23/2016	Common Stock	12,554
Stock Option (Right to Buy)	\$ 37.39	02/15/2011		M	10,628	02/15/2010 02/15/2017	Common Stock	10,628

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STEELE MILTON
1735 MARKET STREET
PHILADELPHIA, PA 19103

Pres., Agricultural Chem. Gp.

Signatures

/s/ Andrea E. Utecht, as Attorney in fact for Milton
Steele

02/17/2011

__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 February 15, 2011.
- (2) Represents the weighted average sales price for price increments ranging from \$80.42 to \$80.70.

- The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (3)

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