

CARTER ROBERT B
Form 4
November 15, 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 *
CARTER ROBERT B

(Last) (First) (Middle)

942 SOUTH SHADY GROVE
ROAD

(Street)

MEMPHIS, TN 38120

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FEDEX CORP [FDX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP Chief Info Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(D)	Price
Common Stock	11/11/2005		J ⁽¹⁾	V	4,900	D	\$ 0
					36,522	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 19.3438					<u>(2)</u> 07/12/2006	Common Stock 4,626
Incentive Stock Option (right to buy)	\$ 36					<u>(3)</u> 06/01/2010	Common Stock 1,443
Incentive Stock Option (right to buy)	\$ 40.49					<u>(3)</u> 06/01/2011	Common Stock 1,283
Incentive Stock Option (right to buy)	\$ 53.765					<u>(3)</u> 06/03/2012	Common Stock 929
Incentive Stock Option (right to buy)	\$ 64.53					<u>(3)</u> 06/02/2013	Common Stock 1,549
Incentive Stock Option (right to buy)	\$ 72.845					<u>(3)</u> 06/01/2014	Common Stock 1,372
Incentive Stock Option (right to buy)	\$ 89.7					<u>(4)</u> 06/01/2015	Common Stock 1,114
Non-Qualified Stock Option (right to buy)	\$ 19.3438					<u>(2)</u> 07/12/2006	Common Stock 4,467
Non-Qualified Stock Option (right to buy)	\$ 31.9844					<u>(3)</u> 06/01/2008	Common Stock 10,392
Non-Qualified Stock Option (right to buy)	\$ 36					<u>(3)</u> 06/01/2010	Common Stock 19,341
Non-Qualified Stock Option	\$ 39.875					<u>(3)</u> 09/29/2007	Common Stock 2,078

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 40.49	(3)	06/01/2011	Common Stock	27,945
Non-Qualified Stock Option (right to buy)	\$ 53.765	(3)	06/03/2012	Common Stock	22,233
Non-Qualified Stock Option (right to buy)	\$ 55.9375	(3)	06/01/2009	Common Stock	6,235
Non-Qualified Stock Option (right to buy)	\$ 64.53	(3)	06/02/2013	Common Stock	39,713
Non-Qualified Stock Option (right to buy)	\$ 72.845	(3)	06/01/2014	Common Stock	27,502
Non-Qualified Stock Option (right to buy)	\$ 89.7	(4)	06/01/2015	Common Stock	29,008

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARTER ROBERT B 942 SOUTH SHADY GROVE ROAD MEMPHIS, TN 38120			EVP Chief Info Officer	

Signatures

Robert B. Carter 11/15/2005

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).

(2) These options first became exercisable four years from date of grant.

Since the date of the reporting person's last ownership report, he transferred 4,900 shares of FedEx common stock and the economic

(1) benefit of 131,195 employee stock options to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities transferred to his ex-wife.

(4) These options first become exercisable one year from date of grant.

(3) These options first became exercisable one year from date of grant.

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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