

STEELE MILTON
Form 4
February 17, 2011

FORM 4

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

OMB APPROVAL

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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

(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)
02/15/2011

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)
Pres., Agricultural Chem. Gp.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | 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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(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.

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.