

FMC CORP  
Form 4  
December 13, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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)  
12/11/2006

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/11/2006		M		3,623 A \$ 23.6	27,602	D
Common Stock	12/11/2006		M		4,957 A \$ 24.26	32,559	D
Common Stock	12/11/2006		M		2,479 A \$ 31.28	35,038	D
Common Stock	12/11/2006		M		2,860 A \$ 36.65	37,898	D
Common Stock	12/11/2006		M		1,081 A \$ 38.85	38,979	D

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Common Stock	12/11/2006	S	323	D	\$ 72.99	38,656	D
Common Stock	12/11/2006	S	1,700	D	\$ 73.05	36,956	D
Common Stock	12/11/2006	S	300	D	\$ 73.08	36,656	D
Common Stock	12/11/2006	S	300	D	\$ 73	36,356	D
Common Stock	12/11/2006	S	600	D	\$ 73.18	35,756	D
Common Stock	12/11/2006	S	400	D	\$ 72.99	35,356	D
Common Stock	12/11/2006	S	4,377	D	\$ 72.99	30,979	D
Common Stock	12/11/2006	S	400	D	\$ 73.12	30,579	D
Common Stock	12/11/2006	S	180	D	\$ 73.18	30,399	D
Common Stock	12/11/2006	S	100	D	\$ 73.22	30,299	D
Common Stock	12/11/2006	S	100	D	\$ 73.29	30,199	D
Common Stock	12/11/2006	S	200	D	\$ 73.25	29,199	D
Common Stock	12/11/2006	S	1,459	D	\$ 73.23	28,540	D
Common Stock	12/11/2006	S	20	D	\$ 73.18	28,520	D
Common Stock	12/11/2006	S	100	D	\$ 73.17	28,420	D
Common Stock	12/11/2006	S	500	D	\$ 73.24	27,920	D
Common Stock	12/11/2006	S	500	D	\$ 73.25	27,420	D
Common Stock	12/11/2006	S	319	D	\$ 73.11	27,101	D
Common Stock	12/11/2006	S	300	D	\$ 73.13	26,801	D
Common Stock	12/11/2006	S	400	D	\$ 73.24	26,401	D
	12/11/2006	S	1,341	D		25,060	D

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Common Stock						\$ 73.23		
Common Stock	12/11/2006		S	300	D	\$ 73.08	24,760	D
Common Stock	12/11/2006		S	781	D	\$ 73.11	23,979	D
Common Stock							43,612.23	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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.6	12/11/2006		M	3,623	01/02/1997 02/18/2008	Common Stock	3,623
Stock Option (Right to Buy)	\$ 24.26	12/11/2006		M	4,957	01/02/1998 04/21/2009	Common Stock	4,957
Stock Option (Right to Buy)	\$ 31.28	12/11/2006		M	2,479	01/02/1998 04/21/2010	Common Stock	2,479
Stock Option (Right to Buy)	\$ 36.65	12/11/2006		M	2,860	01/02/2001 02/24/2008	Common Stock	2,860

Stock  
Option \$ 38.85 12/11/2006 M 1,081 01/02/2004 02/15/2011 Common Stock 1,081  
(Right to Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEELE MILTON 1735 MARKET STREET PHILADELPHIA, PA 19103			VP, Group Manager	

## Signatures

/s/ Andrea E. Utecht, at Attorney in fact for Milton Steele 12/13/2006

\_\_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 December 11, 2006.

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