Washington, D.C. 20549

FMC CORP Form 5

January 14, 2014 FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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to Section 16. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form 5 obligations OWNERSHIP OF SECURITIES may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

Check this box if

no longer subject

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Flynn Edward T Symbol FMC CORP [FMC] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner Officer (give title Other (specify 12/31/2013 below) below) 1735 MARKET STREET President, Industrial Chem.Gp. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) PHILADELPHIA, Â PAÂ 19103 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State) (Z	Zip) Table	e I - Non-Deri	vative Sec	uritie	s Acqui	ired, Disposed o	f, or Beneficial	ly 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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	10,463	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	6,505.491	I	Thrift Plan (1)

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 number.

SEC 2270 (9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amoun	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
								A	Amount	
								C	or	
						Date	Expiration		Number	
						Exercisable	Date		of	
					(A) (D)				Shares	
					(/ (- /					

of D

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Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 where runner requires	Director	10% Owner	Officer	Other		
Flynn Edward T 1735 MARKET STREET PHILADELPHIA, PA 19103	Â	Â	President, Industrial Chem.Gp.	Â		

Signatures

/s/ Andrea E.Utecht, as Attorney in fact for Edward T. Flynn 01/14/2013

**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 31, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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