

BUTZ THEODORE H

Form 4

December 16, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *

BUTZ THEODORE H

(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)

12/14/2010

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		Thrift Plan ⁽¹⁾
Common Stock	12/14/2010		M	3,908 A	\$ 17 43,035	D	
Common Stock	12/14/2010		M	27,140 A	\$ 7.915 70,175	D	
Common Stock	12/14/2010		S	31,048 ⁽²⁾ D	\$ 80.0068 39,127	D	
Common Stock	12/15/2010		M	12,200 A	\$ 17 51,327	D	

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Common Stock 12/15/2010 S 12,200
(3) D \$ 80.0336 39,127 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17	12/14/2010		M		3,908		01/02/2005	02/14/2012	Common Stock	3,908
Stock Option (Right to Buy)	\$ 7.91	12/14/2010		M		27,140		01/02/2006	03/03/2013	Common Stock	27,140
Stock Option (Right to Buy)	\$ 17	12/15/2010		M		12,200		01/02/2005	02/14/2012	Common Stock	12,200

Reporting Owners

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

Signatures

/s/ Andrea E. Utecht, as Attorney in fact for Theodore H.
Butz

12/16/2010

__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 14, 2010.
- (2) Represents the weighted average sales price for price increments ranging from \$80.00 to \$80.06.
- (3) Represents the weighted average sales price for price increments ranging from \$80.00 to \$80.20.

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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