

FMC CORP

Form 4

March 16, 2006

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 *
WOOD GRAHAM R

(Last) (First) (Middle)

1735 MARKET STREET

(Street)

PHILADELPHIA, PA 19130

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2006

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)

Vice President

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	(A) or (D) Price			
Common Stock	03/14/2006		M		3,623	A \$ 36.65	15,089	D	
Common Stock	03/14/2006		M		2,288	A \$ 31.27	17,377	D	
Common Stock	03/14/2006		M		5,148	A \$ 24.26	22,525	D	
Common Stock	03/14/2006		S		300	D \$ 61.46	22,225	D	
Common Stock	03/14/2006		S		100	D \$ 61.47	22,125	D	

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Common Stock	03/14/2006	S	600	D	\$ 61.51	21,525	D
Common Stock	03/14/2006	S	300	D	\$ 61.48	21,225	D
Common Stock	03/14/2006	S	200	D	\$ 61.5	21,025	D
Common Stock	03/14/2006	S	200	D	\$ 61.53	20,825	D
Common Stock	03/14/2006	S	159	D	\$ 61.44	20,666	D
Common Stock	03/14/2006	S	700	D	\$ 61.52	19,966	D
Common Stock	03/14/2006	S	200	D	\$ 61.55	19,766	D
Common Stock	03/14/2006	S	864	D	\$ 61.58	18,902	D
Common Stock	03/14/2006	S	536	D	\$ 61.58	18,366	D
Common Stock	03/14/2006	S	1,752	D	\$ 61.54	16,614	D
Common Stock	03/14/2006	S	648	D	\$ 61.54	15,966	D
Common Stock	03/14/2006	S	700	D	\$ 61.43	15,266	D
Common Stock	03/14/2006	S	300	D	\$ 61.38	14,966	D
Common Stock	03/14/2006	S	700	D	\$ 61.36	14,266	D
Common Stock	03/14/2006	S	400	D	\$ 61.44	13,866	D
Common Stock	03/14/2006	S	100	D	\$ 61.4	13,766	D
Common Stock	03/14/2006	S	100	D	\$ 61.47	13,666	D
Common Stock	03/14/2006	S	1,400	D	\$ 61.49	12,266	D
Common Stock	03/14/2006	S	100	D	\$ 61.56	12,166	D
Common Stock	03/14/2006	S	700	D	\$ 61.73	11,466	D
						7,719.48	I

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Common
Stock

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)	\$ 36.65	03/14/2006		M	3,623	01/02/2001 02/24/2008	Common Stock	3,623
Stock Option (Right to Buy)	\$ 31.27	03/14/2006		M	2,288	01/02/1998 04/21/2010	Common Stock	2,288
Stock Option (Right to Buy)	\$ 24.26	03/14/2006		M	5,148	01/02/1998 04/21/2009	Common Stock	5,148

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOD GRAHAM R 1735 MARKET STREET PHILADELPHIA, PA 19130			Vice President	

Signatures

/s/ Andrea Utecht, as Attorney in fact for Graham R.
Wood

03/16/2006

__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 March 14, 2006.

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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