

STEELE MILTON
Form 4
March 03, 2005

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)
03/01/2005

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2005		A		3,000	A	\$ 0
Comon Stock	03/02/2005		M		4,576	A	\$ 37.3085
Common Stock	03/02/2005		M		4,767	A	\$ 32.1285
Common Stock	03/02/2005		M		1,907	A	\$ 24.3259
Common Stock	03/02/2005		S		176	D	\$ 50.78

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Common Stock	03/02/2005	S	200	D	\$ 50.79	36,554	D	
Common Stock	03/02/2005	S	3,900	D	\$ 50.8	32,654	D	
Common Stock	03/02/2005	S	200	D	\$ 50.81	32,454	D	
Common Stock	03/02/2005	S	100	D	\$ 50.82	32,354	D	
Common Stock	03/02/2005	S	3,543	D	\$ 50.77	28,811	D	
Common Stock	03/02/2005	S	1,224	D	\$ 50.78	27,587	D	
Common Stock	03/02/2005	S	1,000	D	\$ 50.7	26,587	D	
Common Stock	03/02/2005	S	100	D	\$ 50.74	26,487	D	
Common Stock	03/02/2005	S	807	D	\$ 50.77	25,680	D	
Common Stock						36,825.24	I	Thrift Plan ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to	\$ 37.3085	03/02/2005		M	4,576	01/02/1999	03/06/2006	Common Stock	4,576

Buy)										
Stock										
Option	\$ 32.1285	03/02/2005		M	4,767	01/02/2000	03/31/2007	Common	4,767	
(Right to Buy)										
Stock										
Option	\$ 24.3259	03/02/2005		M	1,907	01/02/1996	03/12/2007	Common	1,907	
(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

Andrea Utecht, as Attorney in fact for Milton Steele
 Date: 03/03/2005

__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 2, 2005.

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.