

BRONDEAU PIERRE R
Form 4
February 20, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRONDEAU PIERRE R

(Last) (First) (Middle)
**FMC CORPORATION, 2929
WALNUT STREET**

(Street)

PHILADELPHIA, PA 19104

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

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)
CEO, President, Chairman of Bd

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	02/15/2018		A		12,302 A \$ 0	293,217 ⁽¹⁾	D
Common Stock	02/15/2018		A		35,086 A \$ 0	328,303	D
Common Stock	02/15/2018		A		19,944 A \$ 0	348,247	D
Common Stock	02/15/2018		A		25,233 ⁽²⁾ A \$ 0	373,480	D
Common Stock	02/15/2018		A		490 ⁽³⁾ A \$ 0	373,970	D

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Common Stock	02/15/2018	A	140 ⁽³⁾	A	\$ 0	374,110	D	
Common Stock	02/15/2018	A	1,188 ⁽³⁾	A	\$ 0	375,298	D	
Common Stock						50,444.97	I	Thrift Plan ⁽⁴⁾
Common Stock						65,852	I	By one or more GRATS

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 85.24	02/15/2018		A	62,092	02/15/2021	02/15/2028	Common Stock	62,092

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRONDEAU PIERRE R FMC CORPORATION 2929 WALNUT STREET PHILADELPHIA, PA 19104	X		CEO, President, Chairman of Bd	

Signatures

/s/ Andrea E. Utecht, as attorney in fact for Pierre R.
Brondeau

02/20/2018

__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) Includes 14,613 shares distributed to the Reporting Person by one or more GRATs of which the Reporting Person is the trustee.
These restricted stock units represent an incremental grant awarded to the Reporting Person due to achievement of applicable
- (2) performance targets with respect to a performance-based restricted stock unit award previously reported on a Form 4 filed on March 3, 2015.
- (3) These shares were issued pursuant to dividend equivalent rights accrued with respect to performance-based restricted stock units that were "banked" as of this date.
- (4) Based on plan statement as of February 15, 2018.

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.