

UTECHT ANDREA E

Form 4

March 24, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
UTECHT ANDREA E

(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)

03/22/2006

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, General Counsel and Sec.

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	03/22/2006		M	26,795 A	\$ 36 45,045	D	
Common Stock	03/22/2006		S	8,800 D	\$ 62.01 36,245	D	
Common Stock	03/22/2006		S	6,200 D	\$ 62 30,045	D	
Common Stock	03/22/2006		S	2,600 D	\$ 61.99 27,445	D	
Common Stock	03/22/2006		S	300 D	\$ 61.98 27,145	D	

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Common Stock	03/22/2006	S	1,300	D	\$ 61.97	25,845	D	
Common Stock	03/22/2006	S	300	D	\$ 61.96	25,545	D	
Common Stock	03/22/2006	S	200	D	\$ 61.95	25,345	D	
Common Stock	03/22/2006	S	400	D	\$ 61.94	24,945	D	
Common Stock	03/22/2006	S	200	D	\$ 61.93	24,745	D	
Common Stock	03/22/2006	S	1,500	D	\$ 61.9	23,245	D	
Common Stock	03/22/2006	S	100	D	\$ 61.89	23,145	D	
Common Stock	03/22/2006	S	100	D	\$ 61.88	23,045	D	
Common Stock	03/22/2006	S	300	D	\$ 61.87	22,745	D	
Common Stock	03/22/2006	S	200	D	\$ 61.84	22,545	D	
Common Stock	03/22/2006	S	1,000	D	\$ 61.83	21,545	D	
Common Stock	03/22/2006	S	500	D	\$ 61.81	21,045	D	
Common Stock	03/22/2006	S	400	D	\$ 61.8	20,645	D	
Common Stock	03/22/2006	S	300	D	\$ 61.79	20,345	D	
Common Stock	03/22/2006	S	200	D	\$ 61.76	20,145	D	
Common Stock	03/22/2006	S	1,695	D	\$ 61.75	18,450	D	
Common Stock	03/22/2006	S	200	D	\$ 61.74	18,250	D	
Common Stock						3,040.8	I	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)

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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
Stock Option (Right to Buy)	\$ 36	03/22/2006		M	26,795	01/02/2004 02/15/2011	Common Stock	26,795

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
UTECHT ANDREA E 1735 MARKET STREET PHILADELPHIA, PA 19103	VP, General Counsel and Sec.

Signatures

Andrea E.
Utecht

03/24/2006

__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 22, 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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