

GRAF ALAN B JR
Form 4
May 07, 2009

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 *
GRAF ALAN B JR

(Last) (First) (Middle)

942 SOUTH SHADY GROVE
ROAD

(Street)

MEMPHIS, TN 38120

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FEDEX CORP [FDX]

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

05/05/2009

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)

EVP CHIEF FINANCIAL OFF

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)
Common Stock	05/05/2009		M	40,000	A \$ 55.9375	235,655	D
Common Stock	05/05/2009		S	1,424	D \$ 60.13	234,231	D
Common Stock	05/05/2009		S	500	D \$ 60.14	233,731	D
Common Stock	05/05/2009		S	891	D \$ 60.15	232,840	D
Common Stock	05/05/2009		S	7,585	D \$ 60.16	225,255	D

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Common Stock	05/05/2009	S	6,100	D	\$ 60.17	219,155	D	
Common Stock	05/05/2009	S	900	D	\$ 60.18	218,255	D	
Common Stock	05/05/2009	S	400	D	\$ 60.19	217,855	D	
Common Stock	05/05/2009	S	1,800	D	\$ 60.2	216,055	D	
Common Stock	05/05/2009	S	500	D	\$ 60.21	215,555	D	
Common Stock	05/05/2009	S	100	D	\$ 60.22	215,455	D	
Common Stock	05/05/2009	S	300	D	\$ 60.23	215,155	D	
Common Stock	05/05/2009	S	3,051	D	\$ 60.24	212,104	D	
Common Stock	05/05/2009	S	3,200	D	\$ 60.25	208,904	D	
Common Stock	05/05/2009	S	1,200	D	\$ 60.28	207,704	D	
Common Stock	05/05/2009	S	200	D	\$ 60.29	207,504	D	
Common Stock	05/05/2009	S	1,200	D	\$ 60.3	206,304	D	
Common Stock	05/05/2009	S	1,900	D	\$ 60.31	204,404	D	
Common Stock	05/05/2009	S	2,300	D	\$ 60.32	202,104	D	
Common Stock	05/05/2009	S	2,300	D	\$ 60.33	199,804	D	
Common Stock	05/05/2009	S	2,500	D	\$ 60.35	197,304	D	
Common Stock	05/05/2009	S	1,249	D	\$ 60.36	196,055	D	
Common Stock	05/05/2009	S	400	D	\$ 60.38	195,655	D	
Common Stock						7,400	I	By Trust
Common Stock						427 ⁽¹⁾	I	Retirement Plan

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 55.9375	05/05/2009		M	40,000	(2) 06/01/2009	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
GRAF ALAN B JR 942 SOUTH SHADY GROVE ROAD MEMPHIS, TN 38120	Director 10% Owner Officer Other EVP CHIEF FINANCIAL OFF

Signatures

/s/ Alan B. Graf,
Jr. 05/05/2009

**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) Ownership has been adjusted to reflect dividend paid to all holders of record.

(2) These options first exercisable one year from date of grant.

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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