

Graves Paul W
Form 4
March 05, 2019

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 *
Graves Paul W

(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)
03/01/2019

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)
Executive Vice President

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 (D) Price		
Common Stock	03/01/2019		D		14,118 (1)	D	

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)

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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	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 59.47	03/01/2019		D		02/18/2016	02/18/2023	Common Stock	12,246
					12,246 (2)				
Stock Option (Right to Buy)	\$ 72.93	03/01/2019		D		02/17/2017	02/17/2024	Common Stock	10,252
					10,252 (2)				
Stock Option (Right to Buy)	\$ 63.41	03/01/2019		D		02/27/2018	02/27/2025	Common Stock	13,986
					13,986 (2)				
Stock Option (Right to Buy)	\$ 57.63	03/01/2019		D		02/27/2020	02/27/2027	Common Stock	18,591
					18,591 (2)				
Stock Option (Right to Buy)	\$ 85.24	03/01/2019		D		02/15/2021	02/15/2028	Common Stock	11,983
					11,983 (2)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graves Paul W FMC CORPORATION 2929 WALNUT STREET PHILADELPHIA, PA 19104			Executive Vice President	

Signatures

/s/ Andrea E. Utecht, as attorney in fact for Paul W. Graves
03/05/2019

__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).

Represents the conversion of restricted stock units ("FMC RSUs") with respect to shares of common stock of FMC Corporation ("FMC"), par value \$0.10 per share ("FMC Common Stock"), held by the Reporting Person as of March 1, 2019, into restricted stock units with respect to shares of common stock of Livent Corporation ("Livent"), par value \$0.001 per share ("Livent Common Stock"), in accordance

(1) with the terms of the Amended and Restated Employee Matters Agreement, dated as of February 4, 2019, by and between FMC and Livent ("EMA") and the anti-dilution adjustment provisions under the FMC Incentive Compensation and Stock Plan ("FMC Plan"), in connection with the prorata spinoff distribution ("Distribution") by FMC of all of its shares of Livent Common Stock to the holders of record of FMC Common Stock on February 25, 2019.

Represents the conversion of stock options to purchase FMC Common Stock ("FMC Options") into stock options to purchase Livent

(2) Common Stock ("Livent Options"), in accordance with the terms of the EMA and the anti-dilution adjustment provisions under the FMC Plan, in connection with the Distribution.

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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