FMC CORP
Form DEF 14A
March 19, 2010
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ¨

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ PreliminaryProxy Statement
x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

¨ **Confidential, for Use of the Commission Only(as permitted by Rule 14a-6(e)(2))**

FMC CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(2) Form, Schedule or Registration Statement No.:

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FMC Corporation

Pierre Brondeau

President and

Chief Executive Officer

March 19, 2010

Dear Stockholder:

It is my pleasure to invite you to attend the Company s 2010 Annual Meeting of Stockholders. The meeting will be held on Tuesday, April 27, 2010, at 2:00 p.m. local time at the Top of the Tower, 1717 Arch Street, 50^{th} Floor, Philadelphia, Pennsylvania. The Notice of Annual Meeting and Proxy Statement accompanying this letter describe the business to be conducted at the meeting.

During the meeting, I will report to you on the Company s earnings, results and other achievements during 2009 and on our outlook for 2010. We welcome this opportunity to have a dialogue with our stockholders and look forward to your comments and questions.

Your vote is important. **Please vote your proxy promptly so your shares can be represented.** Please see your proxy card for specific instructions on how to vote.

If you plan to attend the meeting, please send written notification to the Company s Investor Relations Department, 1735 Market Street, Philadelphia, Pennsylvania 19103, so that your name can be put on an admission list held at the registration desk at the entrance to the meeting. If your shares are held by a bank, broker or other intermediary and you plan to attend, you must enclose with your notification evidence of your ownership, such as a letter from the bank, broker or intermediary confirming your ownership or a bank or brokerage firm account statement. If you wish to vote at the meeting, please refer to the section of this proxy statement entitled How to Vote for specific instructions.

I look forward to seeing you on April 27th.

Sincerely,

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Tuesday, April 27, 2010

2:00 p.m.

Top of the Tower

50th Floor

1717 Arch Street

Philadelphia, Pennsylvania 19103

March 19, 2010

Dear Stockholder:

You are invited to the Annual Meeting of Stockholders of FMC Corporation. We will hold the meeting at the time and place noted above. At the meeting, we will ask you to:

- Elect four directors: Pierre Brondeau, Dirk A. Kempthorne, Robert C. Pallash and William G. Walter in Class III, each for a term of three years.
- Ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2010.
- Vote on any other business properly brought before the meeting.

MANAGEMENT RECOMMENDS A VOTE FOR BOTH OF THE PROPOSALS.

Your vote is important. To be sure your vote counts and assure a quorum, please vote, sign, date and return the enclosed proxy card whether or not you plan to attend the meeting; or if you prefer, please follow the instructions on the enclosed proxy card for voting by Internet or by telephone whether or not you plan to attend the meeting in person.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON APRIL 27, 2010:

- **The proxy statement and the annual report to security holders are available at www.fmc.com.**

By order of the Board of Directors,

Andrea E. Utecht

Vice President,

General Counsel and Secretary

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I. Information About Voting

Solicitation of Proxies The Board of Directors of FMC Corporation (the Company or FMC) is soliciting proxies for use at the Company s 2010 Annual Meeting of Stockholders and any adjournments of that meeting. The Company first mailed this proxy statement, the accompanying form of proxy and the Company s Annual Report for 2009 on or about March 19, 2010.

Agenda Items The agenda for the Annual Meeting is to:

1. Elect four directors;

2. Ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2010; and

3. Conduct other business properly brought before the meeting.

Who Can Vote You can vote at the Annual Meeting if you are a holder of the Company s common stock, par value of $0.10 per share (Common Stock), on the record date. The record date is the close of business on March 2, 2010. You will have one vote for each share of Common Stock. As of March 2, 2010, there were 72,803,933 shares of Common Stock outstanding.

How to Vote You may vote in one of four ways:

- You can vote by signing and returning the enclosed proxy card. If you do, the individuals named on the card will vote your shares in the way you indicate;

- You can vote by Internet;

- You can vote by telephone; or

- You can cast your vote at the Annual Meeting.

If you plan to cast your vote at the meeting, please send written notification to the Company s Investor Relations Department, 1735 Market Street, Philadelphia, Pennsylvania 19103, so that your name can be put on an admission list held at the registration desk at the entrance to the meeting. In addition, if you hold your shares through a broker or bank and you wish to vote at the Annual Meeting, you must obtain a legal proxy from them authorizing you to vote at the Annual Meeting. We will be unable to accept a vote from you at the Annual Meeting without that authorization. If you are a registered stockholder and wish to vote at the Annual Meeting, in addition to the above attendance notification, you must provide proper identification as the stockholder of record at the registration desk, but no additional authorization will be required in order to cast your vote.

Use of Proxies Unless you tell us on the proxy card to vote differently, we plan to vote signed and returned proxies **FOR** the Board nominees for director and **FOR** the ratification of KPMG LLP. We do not now know of any other matters to come before the Annual Meeting. If they do, proxy holders will vote the proxies according to their best judgment.

Quorum Requirement We need a quorum of stockholders to hold a valid Annual Meeting. A quorum will be present if the holders of at least a majority of the outstanding Common Stock entitled to vote at the meeting either attend the Annual Meeting in person or are represented by proxy at the Annual Meeting. Abstentions, broker non-votes (described below) and votes withheld are counted as present for the purpose of establishing a quorum.

Vote Required for Action Effective January 1, 2009, FMC s Board of Directors amended the Company s By-laws to provide that directors shall be elected by a majority of the votes cast in an uncontested election. These actions reflect FMC s dedication to maintaining the highest quality corporate governance practices and commitment to address stockholder concerns. Because the number of nominees properly nominated for the Annual Meeting is the same as the number of directors to be elected at the Annual Meeting, the election of directors is a non-contested election. As a result, any nominee who receives a majority of the votes cast with respect to his or her election at the Annual Meeting will be elected to the Board (or re-elected, in the case of any nominee who is an incumbent director). Incumbent nominees have tendered a contingent resignation which would become effective if (i) the nominee does not receive a majority of the votes cast with respect to his or her election at the Annual Meeting and (ii) the Board of Directors accepts such resignation. Other actions require the affirmative vote of the majority of shares present in person or represented by proxy and entitled to vote at the meeting.

Abstentions or Lack of Instructions to Banks, Brokers, or Employee Benefit Plan Trustees Abstentions will not be counted as votes cast for the election of directors, and thus will have no effect on the election of directors. With respect to the ratification of the appointment of the independent registered public accounting firm, abstentions will have the effect of a vote against such proposal.

A broker non-vote occurs when a bank, broker or other nominee holding shares on behalf of a stockholder does not receive voting instructions from the stockholder with respect to a non-routine matter to be voted on at the Annual Meeting by a specified date before the Annual Meeting. Banks, brokers and other nominees may vote undirected shares on matters deemed routine in accordance with New York Stock Exchange rules, but they may not vote undirected shares on matters deemed non-routine in accordance with such rules. For this purpose, the ratification of the appointment of the independent registered public accounting firm is considered a routine matter and the election of directors is considered a non-routine matter. Nevertheless, in the event of a broker non-vote on any of the proposals at the Annual Meeting, the broker non-vote will not have any effect on any of the proposals inasmuch as broker non-votes are not counted as votes cast or as shares present and entitled to be voted with respect to any matter on which the broker has expressly not voted.

If you are entitled to vote shares held under an employee benefit plan and you either do not direct the trustee by April 23, 2010 how to vote your shares, or if you vote on some but not all matters that come before the Annual Meeting, the trustee will, in the case of shares held in the FMC Corporation Savings and Investment Plan, vote your undirected shares in proportion to the votes received from other participants, and in the case of the Company s other employee plans, vote your shares in the trustee s discretion, except to the extent that the plan or applicable law provides otherwise.

Revoking a Proxy You may revoke your proxy at any time before it is exercised. You can revoke a proxy by:

- Sending a written notice to the Corporate Secretary of FMC;
- Delivering a properly executed, later-dated proxy;
- Attending the Annual Meeting and voting in person, provided that you comply with the conditions set forth in the section of this proxy statement above entitled How to Vote ; or
- If your shares are held through an employee benefit plan, your revocation must be received by the trustee by April 23, 2010.

II. The Proposals To Be Voted On

Election of Directors

The Company has three classes of directors, each having a term of three years. Class terms expire on a rolling basis so that, in general, one class of directors is elected each year. The Company s By-laws require that any increase in the number of directors be apportioned among the classes so as to

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maintain the number of directors in each class as nearly equal as possible. Further, any additional director of any class elected to fill a vacancy resulting in an increase in that class holds office for a term that coincides with the remaining term of that class.

Nominees for Director The nominees for director this year are Pierre Brondeau, Dirk A. Kempthorne, Robert C. Pallash and William G. Walter. Messrs. Brondeau, Kempthorne, Pallash and Walter are incumbent directors who are members of Class III, each of whose term expires at the 2010 Annual Meeting, and they have been nominated for re-election to Class III. If re-elected, the Class III directors next term will expire at the 2013 Annual Meeting, although as previously announced, Mr. Walter will retire from the Board effective September 30, 2010. Information about the nominees and the continuing directors is contained in the section of this proxy statement entitled Board of Directors .

The Board of Directors expects that all of the nominees will be able and willing to serve as directors. If any nominee becomes unavailable, the proxies may be voted for another person nominated by the Board of Directors to fill the vacancy, or the size of the Board of Directors may be reduced.

The Board of Directors recommends a vote FOR the election of Pierre Brondeau, Dirk A. Kempthorne, Robert C. Pallash and William G. Walter.

Ratification of Appointment of Independent Registered Public Accounting Firm

The Audit Committee of the Board of Directors has approved KPMG LLP continuing to serve as the Company s independent registered public accounting firm for 2010. For the years 2008 and 2009, KPMG s fees, all of which were approved by the Audit Committee, were as follows:

	($000)	
	2009	2008
· Audit Fees (1)	2,562	2,664
· Audit Related Fees (2)	300	252
· Tax Fees (3)	574	609
· All Other Fees (4)	290	281
· **TOTAL**	**3,726**	**3,806**

(1) Fees for professional services performed by KPMG LLP for the integrated audit of the Company s annual consolidated financial statements and review of financial statements included in the Company s Form 10-Q filings, and other services that are normally provided in connection with statutory and regulatory filings or engagements.

(2) Fees for services performed by KPMG that are reasonably related to the performance of the audit or review of the Company s financial statements. This includes employee benefit and compensation plan audits, any acquisition-related audit work, and attestations by KPMG that are required by statute or regulation.

(3) Fees for professional services performed by KPMG with respect to tax compliance, tax advice and tax planning. This includes preparation of original and amended tax returns for the Company and its consolidated subsidiaries, refund claims, payment planning, and tax audit assistance.

(4) Fees for other permissible work performed by KPMG that does not fall within the categories set forth above. For the years listed above, this work consists of tax filings for individual employees involved in the Company s expatriate program.

Pre-Approval of Independent Registered Public Accounting Firm Services The Committee has adopted a Pre-Approval Policy with respect to audit and non-audit services performed by its independent registered public accounting firm. The following is a summary of the Policy.

Prior to the commencement of services for a given year, the Audit Committee will grant pre-approvals of expected services and estimated fees, as presented by the independent registered public accounting firm. The independent registered public accounting firm will routinely update the Committee during the year in which the services are performed as to the actual services provided and related fees pursuant to the Pre-Approval

Policy.

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Unexpected services not captured under the Pre-Approval Policy, or where actual fees exceed pre-approved amounts, will require specific approval before the services may be rendered. Requests or applications to provide such services that require specific approval by the Audit Committee will be submitted to the Chairman of the Audit Committee and to the Company s Chief Financial Officer or his designate by the independent registered public accounting firm.

The request or application must include a statement as to whether, in the view of both the independent registered public accounting firm and the Chief Financial Officer or his designate, such request or application is consistent with the rules of the Securities and Exchange Commission (SEC) regarding auditor independence. Authority to grant approval for such services has been delegated to the Chairman of the Audit Committee, subject to a $100,000 limit for each request, and provided that any such approval would then be reviewed by the full Committee at the next regularly scheduled meeting. Any such request exceeding that amount would require the approval of the full Audit Committee.

The Audit Committee has determined that the independence of KPMG LLP has not been adversely impacted as a result of the non-audit services performed by such accounting firm.

We expect a representative of KPMG LLP to attend the Annual Meeting. The representative will have an opportunity to make a statement if he or she desires and also will be available to respond to appropriate questions.

The Board of Directors recommends a vote FOR ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2010.

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III. Board of Directors

Nominees for Director

Class III New Term Expiring in 2013

Pierre Brondeau

Principal Occupation: President and Chief Executive Officer, FMC Corporation

Age: 52

Director Since: 2010

Before joining the Company in January 2010, Mr. Brondeau served as President and Chief Executive Officer, Dow Advanced Materials Division, until his retirement in September 2009. Prior to Dow s acquisition of Rohm and Haas Company in April 2009, he was President and Chief Operating Officer of Rohm and Haas from May 2008. Mr. Brondeau held numerous executive positions during his tenure at Rohm and Haas from 1989 through May 2008. He is also a member of the Board of Directors of Tyco Electronics. Mr. Brondeau s current role as President and CEO of the Company and his former senior executive positions in the chemical industry make him an important contributor to the Board.

Dirk A. Kempthorne

Principal Occupation: President, The Kempthorne Group, a consulting firm

Age: 58

Director Since: 2009

Secretary Kempthorne was appointed the 49^{th} United States Secretary of the Interior in June 2006 and served in that capacity until January 2009. From January 1999 until his appointment as Secretary of the Interior, Secretary Kempthorne served as the Governor of Idaho. He was also a United States Senator representing the State of Idaho from 1993 to 1999 and was the Mayor of Boise, Idaho from 1986 to 1993. Secretary Kempthorne has been Chairman of the National Governors Association, Chairman of the Western Governors Association and President of the Council of State Governments. He also served as a member of the Homeland Security Task Force. Secretary Kempthorne s lengthy experience in government, both on the federal and state level, makes him well qualified to serve as a director of the Company, which interfaces with numerous regulatory agencies in several facets of its operations.

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Robert C. Pallash

Principal Occupation: President, Global Customer Group and Senior Vice President of Visteon Corporation, an automotive parts manufacturer

Age: 58

Director Since: 2008

Mr. Pallash has served as President, Global Customer Group and Senior Vice President of Visteon Corporation, an automotive parts manufacturer, since January 2008. From August 2005 to January 2008, Mr. Pallash was Senior Vice President, Asia Customer Group for Visteon. He joined Visteon in September 2001 as Vice President, Asia Pacific. Prior to that time, Mr. Pallash served as President of TRW Automotive Japan from 1999. Mr. Pallash serves on the Board of Directors of Halla Climate Controls in South Korea, a majority-owned subsidiary of Visteon Corporation. Mr. Pallash s international experience, particularly in Asia where the Company seeks to grow its business, enables him to bring significant value as a member of the Board.

William G. Walter

Principal Occupation: Chairman, FMC Corporation

Age: 64

Director Since: 2000

Mr. Walter is the Chairman of the Board of Directors of the Company. Until December 31, 2009, Mr. Walter was also President and Chief Executive Officer of the Company, having been elected to those positions, as well as Chairman, in 2001. He had been Executive Vice President of the Company since 2000. Mr. Walter joined the Company in 1974 as a Business Planner in corporate headquarters. He became General Manager of the Company s former Defense Systems International Division in 1986, Director of Commercial Operations of the Company s Agricultural Chemicals Group in 1991, General Manager of the Company s Alkali Chemicals Division in 1992 and Vice President and General Manager of the Company s Specialty Chemicals Group in 1997. He is a member of the Boards of Directors of the American Chemistry Council, the National Association of Manufacturers, International Paper Company and New York Life Insurance Company. Mr. Walter s lengthy experience in managing the Company s business makes him uniquely qualified for continued service as a director. In connection with his resignation as President and Chief Executive Officer of the Company, Mr. Walter announced his intention to resign from the Board effective September 30, 2010. Accordingly, if Mr. Walter is elected at the Annual Meeting, he will serve until his resignation on September 30, 2010.

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Directors Continuing in Office

Class II Term Expiring in 2012

Patricia A. Buffler

Principal Occupation: Dean Emerita and Professor of Epidemiology, School of Public Health, University of California, Berkeley

Age: 71

Director Since: 1994

Dr. Buffler served as Dean of the School of Public Health, University of California, Berkeley, from 1991 to 1998 and has been a Professor since 1991. She received her BSN from Catholic University of America in 1960, and a master s degree in health administration and epidemiology and a Ph.D. in epidemiology from the University of California, Berkeley in 1965 and 1973, respectively. She has served as an advisor to the World Health Organization, the National Institutes of Health, the U.S. Public Health Service Centers for Disease Control and Prevention, the U.S. Environmental Protection Agency, the U.S. Department of Energy, the U.S. Department of Defense, and the National Research Council. She was elected as a Fellow of the American Association for the Advancement of Science in 1992 and served as an officer for the Medical Sciences section from 1994-2000. She has served as President for the Society for Epidemiological Research (1986), the American College of Epidemiology (1992), and the International Society for Environmental Epidemiology (1992-1993). In 1994, she was elected to the Institute of Medicine, National Academy of Sciences. Currently, Dr. Buffler serves as Vice President for Research and a member of the Board of the Lovelace Respiratory Research Institute, Treasurer and a member of the Executive Committee of the International Epidemiological Association, and a member of the Board and Executive Committee of the National Board of Public Health Examiners. Dr. Buffler s significant academic achievements in epidemiology, and her role as an advisor on environmental health and safety and work-related exposures, allow her to bring an important perspective to the Board, given the nature of the Company s business as a chemical manufacturer.

G. Peter D Aloia

Principal Occupation: Former Senior Vice President and Chief Financial Officer of Trane, Inc., a diversified supplier of air conditioning systems and related services

Age: 65

Director Since: 2002

From February 2000 until June 2008, Mr. D Aloia served as Senior Vice President and Chief Financial Officer of Trane, Inc. (formerly American Standard Companies, Inc.). Prior to that, he was employed by AlliedSignal Inc. (now known as Honeywell), a diversified industrial company, most recently serving as Vice President-Strategic Planning and Business Development. He spent 28 years with AlliedSignal Inc. in diverse management positions, including Vice President-Taxes, Vice President and Treasurer, Vice President and Controller, and Vice President and Chief Financial Officer for the Engineered Materials sector. He is a member of the Boards of Directors of AirTran Airways and Wabco, Inc.

Mr. D Aloia s significant financial and business experience resulting from senior executive and financial roles in large manufacturing operations, and service as a director of other public companies, make him eminently qualified to be a director of the Company and to serve as a financial expert on the Audit Committee.

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C. Scott Greer

Principal Occupation: Principal, Greer and Associates, a private investment management firm

Age: 59

Director Since: 2002

Since June 2006, Mr. Greer has been a principal in Greer and Associates, a private investment management firm. Until June 2005, he was Chairman of Flowserve Corporation, a manufacturer of industrial flow management equipment. He served as Chairman from April 2000, and as its Chief Executive Officer from January 2000. Mr. Greer joined Flowserve Corporation in 1999 as President and Chief Operating Officer. Prior to that, he was President of UT Automotive, a subsidiary of United Technologies Corporation, a supplier of automotive systems and components, from 1997 to 1999. He was President and a director of Echlin, Inc., an automotive parts supplier, from 1990 to 1997, and its Chief Operating Officer from 1994 to 1997. Mr. Greer served on the Board of Directors of Washington Group from 2002 to 2007. He was also a member of the Board of Directors of eMedicalFiles, Inc. Mr. Greer s experience in senior executive roles, including as Chairman and CEO of a publicly-traded global manufacturing operation, as well as his service as a director of other public companies, enable him to make a significant contribution as a director of the Company.

Paul J. Norris

Principal Occupation: Retired Chairman and Chief Executive Officer of W. R. Grace & Co., a manufacturer of specialty chemicals

Age: 62

Director Since: 2006

Until May 2005, Mr. Norris served as Chairman and Chief Executive Officer of W. R. Grace & Co., a manufacturer of specialty chemicals. Mr. Norris was actively engaged in W. R. Grace s businesses for the six years prior to his retirement as Chief Executive Officer. He resigned as a member of W. R. Grace s Board of Directors in February 2010. Mr. Norris joined W.R. Grace as President and CEO in November 1998 and became Chairman in January 1999. W. R. Grace filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code in April 2001. Prior to joining W.R. Grace, Mr. Norris was at AlliedSignal Inc. (now known as Honeywell) for nine years and served as Senior Vice President and President, Specialty Chemicals, from 1997 to 1998; President, AlliedSignal Polymers Division from 1994 to 1997; and President, AlliedSignal Chemicals & Catalysts (formerly Fluorine Products Division) from 1989 to 1994. From 1981 to 1989, Mr. Norris served in various executive capacities with Engelhard Corporation, including President of Catalysts and Chemicals, Senior Vice President and General Manager of Catalysts, and Vice President and Business Director for Petroleum Catalysts. Mr. Norris has previously served on the Board of Directors of Borden Chemicals, Inc. He is a director of Nalco Holding Company, the Non-Executive Chairman of the Board of Directors of Sealy Corporation, and performs advisory services for Kohlberg Kravis Roberts & Co., currently the majority shareholder of Sealy Corporation. As the former Chairman and CEO of a specialty chemical company and with over 30 years in the chemical industry, Mr. Norris has significant business experience relevant to the Company which makes him well qualified to serve as a director.

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Directors Continuing in Office

Class I Term expiring in 2011

Edward J. Mooney

Principal Occupation: Retired Chairman and Chief Executive Officer, Nalco Chemical Company

Age: 68

Director Since: 1997

From March 2000 to March 2001, Mr. Mooney served as Délégué Général North America, Suez Lyonnaise des Eaux. He was Chairman and Chief Executive Officer of Nalco Chemical Company from 1994 to 2000. He serves as a director of The Northern Trust Company, FMC Technologies, Inc., Cabot Microelectronics Corporation, PolyOne Corporation, and Commonwealth Edison Company (a wholly-owned subsidiary of Exelon Corporation). Mr. Mooney s prior role as Chairman and CEO of a publicly-traded chemical company, as well as his service on a number of other public company boards, have provided him with valuable experience facing issues relevant to the Company.

Enrique J. Sosa

Principal Occupation: Former President, BP Amoco Chemicals

Age: 69

Director Since: 1999

Mr. Sosa was President of BP Amoco Chemicals from January 1, 1999 to April 1999. From 1995 to 1998, he was Executive Vice President of Amoco Corporation. Prior to joining Amoco, Mr. Sosa served as Senior Vice President of The Dow Chemical Company, President of Dow North America and a member of its Board of Directors. Mr. Sosa has previously served on the Board of Directors of Electronic Data Systems, Dow Corning Corporation and Destec Energy, Inc. He also served as a member of the Executive Committee of the American Plastics Council, a member of the Executive Committee of the American section of the Society of Chemical Industry, and a member of the American Chemical Council. Mr. Sosa is currently a director of MEDNAX and The Northern Trust Company. He also served on the Board of Amtrak. Mr. Sosa s senior executive roles in a number of chemical manufacturing companies, both in the U.S. and internationally, as well as service on several public company boards, enable him to provide valuable insight into the business and operations of the Company.

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Vincent R. Volpe, Jr.

Principal Occupation: Chief Executive Officer and President of Dresser-Rand Group, Inc., an industrial equipment supplier

Age: 52

Director Since: 2007

Mr. Volpe is the Chief Executive Officer, President and a director of Dresser-Rand Group, Inc., a leading supplier of rotating equipment solutions to the worldwide oil, gas, petrochemical and process industries. He has served in those positions since his election in September 2000. Previously he served as Chief Operating Officer of Dresser-Rand Group, Inc. from 1999 until September 2000. Since joining Dresser-Rand in 1981, Mr. Volpe has held several diverse management positions. Most recently, he served as President, Turbo Products Division from 1997-1999; President-Europe from 1996-1997; Vice President and General Manager, Turbo Products Division-European Operations from 1993-1996; Executive Vice President, European Operations from 1992-93; Vice President, Marketing and Engineering, Steam & Turbo Products-European Operations. Mr. Volpe is currently a Trustee of St. Bonaventure University, a member of the Board of Directors of the New York State Business Council, and a member of the Board of Directors of Archbishop Walsh High School (Olean, NY). In his current role as the CEO of a large manufacturing company and with his significant international experience, Mr. Volpe has the experience necessary to provide valuable oversight to the Company in the conduct of its business.

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IV. Information about the Board of Directors and Corporate Governance

Meetings

During 2009, the Board of Directors held five regular meetings. All incumbent directors attended at least 75% of the total number of meetings of the Board and all committees on which they served.

Committees and Independence of Directors

The Board of Directors has five standing committees: an Audit Committee, a Compensation and Organization Committee, a Nominating and Corporate Governance Committee, an Executive Committee, and a Public Policy Committee.

The Audit Committee, Compensation and Organization Committee, and Nominating and Corporate Governance Committee are all composed of non-employee directors each of whom has been determined by the Board to be independent, on the basis set forth below. With the exception of the Chief Executive Officer and the Chairman of the Board, no director or nominee is currently, or was within the past three years, employed by the Company, its subsidiaries or affiliates.

The Board has affirmatively determined that none of the non-employee directors has any material business, family or other relationship with the Company, its subsidiaries or affiliates other than as a director, and that they all qualify as independent. Specifically, the independent directors are Dr. Buffler and Messrs. D Aloia, Greer, Kempthorne, Mooney, Norris, Pallash, Sosa, and Volpe. In order to be considered independent by the Board, a director or nominee must meet the requirements set forth in the SEC and New York Stock Exchange (NYSE) rules regarding independence.

Mr. Volpe is an executive officer of an entity that makes sales to the Company. The Board has determined that none of these transactions, individually or in the aggregate, were material to either the Company or the other entity, and that the transaction amounts involved fall well below the thresholds established by the NYSE for determining independence. FMC s purchases from Dresser-Rand Group, Inc. were $234,889 in 2007, $92,374 in 2008 and $1,476,891 in 2009. There were no FMC sales to Dresser-Rand Group, Inc. during that three-year period. On that basis, the Board has concluded that Mr. Volpe meets the independence standards applied by the Board.

Audit Committee

The Board of Directors has adopted a written charter that outlines the duties of the Audit Committee, including conducting an annual self-assessment. A copy of the Charter is posted on the Company s website, as described in the section below entitled Corporate Governance Documents . The principal duties of this Committee, among other things, include:

- Review the effectiveness and adequacy of the Company s internal controls
- Review the annual report, proxy statement and periodic SEC filings such as the Company s reports on Form 10K and 10Q, including Management s Discussion and Analysis, and ensure that the Company s financial reports fairly represent its operations
- Review the effectiveness, scope and performance of activities of the independent registered public accounting firm and the internal auditor function
- Review significant changes in accounting policies
- Select the independent registered public accounting firm and confirm its independence

- Review potentially significant litigation

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- Review federal income tax issues

- Review the Company s policies with respect to risk assessment and risk management

- Review with management the Company s earnings releases

- Monitor the Company s compliance with legal and regulatory requirements

- Pre-approve audit and non-audit services provided by the independent registered public accounting firm

Members: Mr. D Aloia (Chair), Mr. Mooney, Mr. Pallash, and Mr. Volpe. The Board of Directors has determined that Mr. D Aloia meets the SEC requirements for an audit committee financial expert and all current members of the committee are financially literate as required by the NYSE. The Board has also determined that no current committee member sits on the audit committee of more than three public companies.

Number of Meetings in 2009: 6

Compensation and Organization Committee

The Board of Directors has adopted a written charter that outlines the duties of the Compensation and Organization Committee, including conducting an annual self-assessment. A copy of the Charter is posted on the Company s website, as described in the section below entitled Corporate Governance Documents .

The principal duties of this Committee are discussed more fully in the Compensation Discussion and Analysis, and include, among other things:

- Review and approve compensation policies and practices for senior executives

- Establish the total compensation for the Chief Executive Officer

- Review and approve major changes in the Company s employee benefit programs

- Approve Annual Incentive awards and equity awards and grants made under the Company s Incentive Compensation and Stock Plan

- Review the Compensation Discussion and Analysis and based on such review, recommend to the Board of Directors that it be included in the annual proxy statement

- Review significant organizational changes and management succession planning

- Recommend to the Board of Directors candidates for officers of the Company

- Evaluate the Chief Executive Officer and oversee evaluation of management performance

Members: Mr. Mooney (Chair), Mr. Greer, Mr. Norris and Mr. Sosa.

Number of Meetings in 2009: 3

Nominating and Corporate Governance Committee

The Board of Directors has adopted a written charter that outlines the duties of the Nominating and Corporate Governance Committee, including conducting an annual self-assessment. A copy of the Charter is posted on the Company s website, as described in the section below entitled Corporate Governance Documents . The principal duties of this Committee, among other things, include:

· Review and recommend candidates for director

· Recommend Board of Directors meeting formats and processes

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- Oversee corporate governance, including an annual review of governance principles
- Review and approve director compensation policies, including the determination of director compensation
- Oversee Board of Directors and Committee evaluation procedures
- Determine director independence
- Recommend whether to accept or reject a director resignation or take other action, where a director has failed to receive a majority of votes cast in an uncontested director election

Members: Mr. Greer (Chair), Dr. Buffler, Mr. D Aloia, Mr. Kempthorne and Mr. Volpe.

Number of Meetings in 2009: 4

Executive Committee

The Executive Committee acts in place of the Board of Directors when the full Board of Directors is not in session.

Members: Mr. Walter (Chair), Mr. Brondeau, Mr. D Aloia and Mr. Mooney.

The Executive Committee did not meet during 2009.

Public Policy Committee

The Board of Directors has adopted a written charter that outlines the duties of the Public Policy Committee. The principal duties of this Committee, among other things, include:

- Review the Company s government and legislative programs and relations
- Report to the Audit Committee on the Company s legal compliance efforts
- Review the Company s public relations initiatives and its environmental, occupational safety and process safety compliance

Members: Dr. Buffler (Chair), Mr. Kempthorne, Mr. Norris, Mr. Pallash, and Mr. Sosa.

Number of Meetings in 2009: 1

Director Who Presides Over Executive Sessions

In accordance with the FMC Corporation Statement of Governance Principles, Policies and Procedures, the non-employee members of the Board of Directors meet in regularly scheduled executive sessions without management. The Chair of the Compensation and Organization Committee, Mr. Mooney, presides over these sessions. In addition to this responsibility, Mr. Mooney acts as a liaison between the non-employee directors and the CEO and Chairman. See the section below entitled Communicating with the Board for procedures for communicating with Mr. Mooney.

Director Compensation

The table below shows the total compensation paid to each director who served on the Board during 2009.

Compensation Policy The Company maintains the FMC Corporation Non-Employee Directors Compensation Policy (formerly the FMC Corporation Compensation Plan for Non-Employee Directors) to provide for the compensation described in the table below. The Nominating and Corporate Governance Committee is responsible for reviewing and approving director compensation. The CEO and the Chairman are the only employees who are also directors; however, Mr. Brondeau receives no additional compensation for his role as a director, nor did Mr. Walter prior to relinquishing his titles as CEO and President. In 2010, Mr. Walter is being compensated for services to the Company during the transition period and as Chairman of the Board. For the period from January 1, 2010 through September 30, 2010, Mr. Walter will receive compensation in the amount of $65,000 per month for his continued services to the Company. For the 12 months following his retirement from the Board, Mr. Walter will serve as a consultant to the Company and will continue to assist in the integration of his successor and to otherwise provide support on legacy matters relating to his prior period of employment. During this consulting period, Mr. Walter will be paid a $50,000 monthly retainer.

Retainer and Fees Effective May 1, 2009, each non-employee director is paid an annual retainer of $70,000 or a pro rata amount for any portion of a year served. At least $25,000 of the annual retainer is paid in fully vested restricted stock units. The remainder is paid in quarterly installments in cash, or, at his/her election, the director may be compensated in additional restricted stock units. Restricted stock units paid in respect of the annual retainer are subject to forfeiture on a pro rata basis if the director does not serve for the full year in respect of which the retainer is paid. The forfeiture condition is waived in the event of a change in control of the Company or if the director s service ceases due to his or her death or disability. Each non-employee director also receives $1,500 for each Board of Directors Committee meeting attended, and each director is reimbursed for reasonable incidental expenses. Each director who chairs a Committee is paid an additional $8,000 per year except the Chairman of the Audit Committee, who is paid $12,500 per year and the Chairman of the Compensation and Organization Committee, who is paid $10,000 per year. Audit Committee members also receive an additional $5,000 annual retainer. The Board of Directors reviews director compensation annually. Director compensation is formally benchmarked against the market biennially.

Annual Grant of Restricted Stock Units Effective May 1, 2009, each director also receives an annual grant of restricted stock units having a value of $70,000 on the date of grant. These restricted stock units vest at the Annual Meeting of Stockholders held in the year following the date of grant or, if sooner, upon a change in control of the Company. In addition, these restricted stock units will vest on a pro rata basis if the director dies before the Annual Meeting at which the units would have otherwise vested.

Payment of Vested Restricted Stock Units A director is permitted to specify, prior to the year in which the restricted stock units are credited, the date upon which he/she wishes to receive payment in Common Stock of the fully vested restricted stock units. The directors ability to sell any distributed shares remains subject to the restrictions of the Company s Director Stock Ownership Policy, which policy is described below.

Other Compensation Non-employee directors receive dividend equivalent rights on all restricted stock units awarded as part of their annual retainers and on any vested restricted stock units awarded as an annual grant. Such dividend equivalent rights are credited in the form of additional restricted stock units equal in value to the cash dividends paid to shareholders. No other remuneration is paid to non-employee directors for services as a director of the Company. Non-employee directors do not participate in the Company s nonqualified deferred compensation plan or employee benefit plans, including, but not limited to, the qualified and nonqualified pension plans. The Company supports the charitable donations of directors under its matching gifts plan that provides a dollar-for-dollar match of gifts up to $10,000 per year, to certain educational institutions and arts and cultural organizations.

Director Stock Ownership Policy The Company has established guidelines setting expectations for the ownership of Company stock by directors. This policy provides that directors may not sell shares of

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Company stock at any time they do not hold at least five times the value of the director s annual restricted stock unit grant ($70,000). For this purpose, undistributed shares underlying restricted stock units (both vested and non-vested) are considered held by a director. Directors are not permitted to sell shares of Company stock, other than to satisfy tax liabilities triggered by Company equity grants, until they are within 5 years from mandatory retirement (a director s mandatory retirement date is the date of the Company s first Annual Meeting that occurs on or after the director s attainment of age 72). If they have less than 5 years until mandatory retirement but at least 4 years, they may sell up to 20% of their shares of Company stock in excess of the five times threshold (their excess shares). If they have less than 4 years until mandatory retirement but at least 3 years, they may sell up to 40% of the excess shares they then hold. If they have less than 3 years until mandatory retirement but at least 2 years, they may sell up to 60% of the excess shares they then hold. Finally, if they have less than 2 years until mandatory retirement, they may sell any excess shares they then hold. The policy ceases to apply to a director once he or she ceases to serve as a director, and exceptions may be granted by the disinterested members of the Nominating and Corporate Governance Committee on a case by case basis. Two such exceptions for long-service directors Mr. Mooney and Dr. Buffler were granted for sales to be made in 2010 in connection with retirement planning requirements.

Director Compensation Table 2009

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
	($)(1)	($)(2)	($)(3)	($)	($)	($)(4)	($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Patricia A. Buffler	51,500	95,058				5,229	151,787
G. Peter D Aloia	59,000	95,058				3,132	157,190
C. Scott Greer	56,500	95,058				2,696	154,254
Dirk A. Kempthorne (5)	27,000	95,058				128	122,186
Edward J. Mooney	68,000	95,058				4,851	167,909
Paul J. Norris	10,750	140,034				13,915	164,698
Robert C. Pallash	18,500	140,034				944	159,478
Enrique J. Sosa	16,250	140,034				12,413	168,697
Vincent R. Volpe, Jr.	52,500	95,058				10,543	158,101

(1) The amounts in Column (b) include two special Search Committee meetings held in September 2009. Messrs. D Aloia, Greer, Mooney and Sosa were each paid $1,500 for each meeting.

(2) The amounts in Column (c) reflect the grant date fair value of directors stock awards for 2009 computed in accordance with FASB ASC Topic 718. The grant date for all directors was May 1, 2009 and the number of shares granted was based on a closing price of $49.10 as of that date. The aggregate number of restricted stock units outstanding at fiscal year end for each non-employee director is as follows: Dr. Buffler, 1,601; Mr. D Aloia, 1,554; Mr. Greer, 1,544; Mr. Kempthorne 514; Mr. Mooney, 1,593; Mr. Norris, 9,082; Mr. Pallash, 3,102; Mr. Sosa, 2,510; and Mr. Volpe, 1,495.

(3) No stock options have been awarded to non-employee directors since 1999. There are no stock options outstanding.

(4) This total includes the value of dividend equivalent rights, as well as Company charitable donations under their matching gifts plans, which are limited to $10,000 per director per year. Such matching gifts included: for Mr. Norris, $10,000; for Mr. Sosa, $7,500; and for Mr. Volpe, $10,000.

(5) Mr. Kempthorne joined the Board of Directors on April 28, 2009.

Corporate Governance

Communicating with the Board Stockholders and any interested parties may communicate with the Board of Directors, the Chair of the Compensation and Organization Committee (who presides over executive sessions of the Board) or any individual member of the Board as follows: Communications must be in writing, sent care

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of the Corporate Secretary, FMC Corporation, 1735 Market Street, Philadelphia, Pennsylvania 19103. All communications with the Board, the Chair of the Compensation and Organization Committee or any individual director will be delivered as addressed.

Director Nomination Process The Nominating and Corporate Governance Committee and other members of the Board identify candidates for consideration by the Nominating and Corporate Governance Committee. An executive search firm may also be utilized to identify qualified candidates for consideration. The Nominating and Corporate Governance Committee evaluates candidates based on the qualifications for director described in its Charter. These qualifications include, among other things, integrity, business experience, stature in their field of endeavor, diversity of perspective, ability to reach thoughtful, independent and logical judgments on difficult and complex issues, and whether the candidate meets the independence standard described in the section above entitled Committees and Independence of Directors . In seeking candidates who possess diversity of perspective, the Nominating and Corporate Governance Committee considers candidates whose diversity is based on race, gender, industry experience, type of position held, or other board experience. The Nominating and Corporate Governance Committee then presents qualified candidates to the full Board of Directors for consideration and selection. The Nominating and Corporate Governance Committee will consider nominees for election to the Board that are recommended by stockholders, applying the same criteria for candidates as discussed above, provided that a description of the nominees qualifications for the directorship, experience and background, a written consent by a nominee to act as such, and other information specified in the By-Laws, accompany the stockholder s recommendation. In accordance with the Company s By-Laws, any stockholder nominations for election as directors at the 2011 Annual Meeting must be delivered to the Company at the address set forth below, not later than January 27, 2011. All nominations must be sent to the Nominating and Corporate Governance Committee, care of the Corporate Secretary, FMC Corporation, 1735 Market Street, Philadelphia, Pennsylvania 19103. Directors appointed by the Board to fill a vacancy outside of the Annual Meeting are required, regardless of the term remaining in the class to which such director is assigned, to agree prior to such appointment to resign and stand for election by the stockholders at the Annual Meeting following the appointment.

Attendance at Annual Meetings The Company expects all directors to attend the Annual Meeting of Stockholders. All incumbent directors, other than Pierre Brondeau, who was not a director of the Company at that time, attended the 2009 Annual Meeting.

Stockholder Proposals for the 2011 Annual Meeting Stockholders may make proposals to be considered at the 2011 Annual Meeting. In order to make a proposal for consideration at the 2011 Annual Meeting, a stockholder must deliver notice to the Company at the address set forth below, containing certain information specified in the By-Laws, not less than 60 or more than 90 days before the date of the meeting. However, if the Company provides less than 70 days notice of public disclosure of the date of the 2011 Annual Meeting, then the deadline for the stockholder s notice and other required information is 10 days after the date of the Company s notice or public disclosure of the date of the Annual Meeting.

In addition to being able to present proposals for consideration at the 2011 Annual Meeting, stockholders may also be able to have their proposals included in the Company s proxy statement and form of proxy for the 2011 Annual Meeting. In order to have a stockholder proposal included in the proxy statement and form of proxy, the proposal must be delivered to the Company at the address set forth below not later than November 19, 2010, and the stockholder must otherwise comply with applicable SEC requirements. If the stockholder complies with these requirements for inclusion of a proposal in the Company s proxy statement and form of proxy, the stockholder need not comply with the notice requirements described in the preceding paragraph.

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A copy of the Company s By-Laws may be obtained by writing to the Corporate Secretary, and all notices referred to above must be sent to the Corporate Secretary, FMC Corporation, 1735 Market Street, Philadelphia, Pennsylvania 19103.

Corporate Governance Documents The Company s website is located at www.fmc.com. The following corporate governance documents are posted on the Investor Relations page of the website:

Audit Committee Charter

Compensation and Organization Committee Charter

FMC Statement of Governance Principles, Policies and Procedures (This document includes both the Nominating and Corporate Governance Committee Charter and the Company s Corporate Governance Principles.)

Board Leadership Structure Currently the positions of Chairman of the Board and Chief Executive Officer of the Company are separate. Due to the transition in 2010 to a new Chief Executive Officer from outside the Company, the Board requested that the prior Chief Executive Officer remain as Chairman of the Board for a limited period of time until his retirement (effective September 30, 2010) to aid with the transition. The Board believes that this will provide needed continuity of management and is in the best interest of the Company at this time. It is expected that upon Mr. Walter s retirement, Mr. Brondeau will be elected Chairman. However, the Board has also adopted a policy such that if at any time in the future the positions of Chairman and Chief Executive Officer are not separate, a lead independent director will be appointed.

Board s Role in Overseeing the Risk Management Process As part of the Company s risk management process, the Board regularly discusses with management the Company s major risk exposures, their potential financial impact on the Company, and the steps the Company takes to manage them. The Board also approves the designation of the management person or entity responsible for managing such risks, and evaluates the steps being taken to mitigate the risks. The Board s monitoring role is carried out by either the full Board or a Committee that reports to the Board, depending on the risk in question. The Board has determined that a separate Risk Committee is not warranted at this time.

Code of Ethics and Business Conduct Policy The Company has a Code of Ethics and Business Conduct Policy that applies to all directors, officers (including its Chief Executive Officer, Chief Financial Officer and Controller) and employees. It is posted on the Investor Relations page of the Company website at www.fmc.com. The Company intends to post any amendments to, or waivers from, the Policy required to be disclosed by either SEC or NYSE regulations on its website.

Compensation Committee Interlocks and Insider Participation The members of the Compensation and Organization Committee (Committee) are: Messrs. Mooney, Greer, Norris and Sosa. All members of the Committee are non-employee directors, each of whom has been determined by the Board to be independent on the basis described in the above section entitled Committees and Independence of Directors. No member of the Committee has been an officer or employee of the Company, and no executive officer of the Company has served on any board of directors or compensation committee of any other company for which any of the Company s directors served as an executive officer at any time during 2009.

Related Party Transactions Policy The Board of Directors Statement of Policy with respect to Related Party Transactions sets forth the Company s position and procedures with respect to review, approval or ratification of related party transactions, including the types of transactions addressed by the Policy, and the corporate function responsible for applying the Policy and related procedures.

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Under the Policy, related parties are defined to include executive officers and directors of the Company and their immediate family members, a shareholder owning in excess of 5% of the Company, and entities in which any of the foregoing have a substantial ownership interest or control. With respect to any transaction where a related party receives a benefit in excess of a de minimis amount of $5,000, the Policy requires that the transaction be pre-approved (or, if less than $120,000, ratified) by the Audit Committee and disclosed where required by SEC rules. The Policy also provides that any related party who is presented with a corporate opportunity within the Company s line of business, must first offer that opportunity to the Company.

Notwithstanding the foregoing, in the case of an ordinary course business transaction between the Company and an entity of which a director of the Company is an executive officer or significant shareholder, provided the director does not otherwise have a material interest in the transaction, the Policy provides a different standard for the review and approval of transactions that involve payments in any year to or from the Company in excess of either: (i) 1% of the Company s annual consolidated revenue or (ii) the greater of $1 million and 1% of the other entity s consolidated revenue. If the transaction does not exceed the above-mentioned thresholds (and the director does not have a material interest in the transaction), the transaction will be reviewed by the Nominating and Corporate Governance Committee as part of its review of director independence. If the director does have a material interest in the transaction, regardless of whether the above-mentioned thresholds are exceeded, the transaction must be approved or ratified by the Audit Committee in accordance with the preceding paragraph.

In the event of an ordinary course business transaction that exceeds the above-mentioned thresholds where the director does not have a material interest, the transaction is not required to be pre-approved by the Audit Committee. Instead, the Audit Committee will review the transaction as soon as possible and will determine whether to either ratify or disallow the transaction. In the case of any such transaction associated with prospective directors, review and approval by the Audit Committee must occur prior to the director s election. After approval or ratification, in each case the director will provide updated information at least annually on the aggregate payments involved in the transaction. This information will be reviewed by the Nominating and Corporate Governance Committee in connection with its review of directors independence. If the aggregate amounts involved in the transaction exceed the thresholds noted above, the Audit Committee shall be required again to review and ratify the transaction.

There were no related party transactions required to be approved or ratified by the Audit Committee under the Policy or disclosed pursuant to SEC rules. Notwithstanding the foregoing, please see information relating to non-material transactions between the Company and the organization of which Mr. Volpe is an executive officer within the past three years, in the above section entitled Committees and Independence of Directors . In addition until April 2009, Mr. Brondeau served as an executive officer of Rohm and Haas Company, and after its acquisition by The Dow Chemical Company, as an executive officer of Dow until September 2009. From time to time, the Company has engaged in routine transactions involving sales and purchases of various products with Dow and Rohm and Haas. These transactions were entered into in the ordinary course of business on terms negotiated at arms length and without the involvement of Mr. Brondeau. For the year ended December 31, 2009, the Company made sales to Dow and Rohm and Haas of $5,466,371 and $2,251,766 respectively, and made purchases from Dow and Rohm and Haas of $2,494,417 and $47,325 respectively.

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V. Security Ownership of FMC Corporation

Management Ownership

The following table shows, as of December 31, 2009, the number of shares of Common Stock beneficially owned by each current director or nominee for director, the executive officers named in the Summary Compensation Table, and all current directors, nominees for director and executive officers as a group. With the exception of Mr. Walter, each director or nominee and each executive officer named in the Summary Compensation Table beneficially owns less than one percent of the Common Stock.

Name	Beneficial Ownership on December 31, 2009 FMC Common Stock	Percent of Class
Pierre Brondeau (1)	0	*
Patricia A. Buffler (2)	14,906	*
Theodore H. Butz (3)	170,843	*
G. Peter D Aloia (2)	23,450	*
W. Kim Foster (3)	110,020	*
C. Scott Greer (2)	19,986	*
Dirk A. Kempthorne (2)	514	*
Edward J. Mooney (2)	37,128	*
Paul J. Norris (2)	9,082	*
Robert C. Pallash (2)	3,102	*
Enrique J. Sosa (2)	36,719	*
Milton Steele (3)	188,335	*
Vincent R. Volpe, Jr. (2)	2,858	*
William G. Walter (3) (4)	814,226	1.1%
D. Michael Wilson (3)	111,423	*
All current directors, nominees and executive officers as a group 18 persons (2)(3)	1,706,721	2.3%

* Less than one percent of class

(1) Mr. Brondeau was appointed President and Chief Executive Officer of FMC Corporation and named to the Board of Directors effective January 1, 2010. On January 1, 2010 he was granted 53,803 restricted stock units and on February 8, 2010, he purchased 18,500 shares of the Company s Common Stock.

(2) Includes vested restricted stock units credited to individual accounts of non-employee directors (see section above entitled Director Compensation). The number of restricted stock units credited to directors included in the table above is as follows: Dr. Buffler, 1,601; Mr. D Aloia, 1,554; Mr. Greer, 1,544; Mr. Kempthorne, 514; Mr. Mooney, 1,593; Mr. Norris, 9,082; Mr. Pallash, 3,102; Mr. Sosa, 2,510; and Mr. Volpe, 1,495. Directors have no power to vote or dispose of shares represented by restricted stock units until the shares are distributed and, until such distribution, directors have only an unsecured claim against the Company. The holders of these restricted stock units will be credited with additional restricted stock units having a value equal to the amount of any dividends paid by the Company on its Common Stock.

(3) Shares beneficially owned include: (i) shares owned by the individual; (ii) shares held by the FMC Corporation Savings and Investment Plan for the account of the individual as of December 31, 2009; (iii) shares of restricted stock and restricted stock units; and (iv) shares subject to options that are exercisable within 60 days of December 31, 2009. Item (iii) includes restricted stock units which the holder has no power to vote or dispose of, but in respect of which the holder is entitled to a cash payment equal to the amount of any dividends paid by the Company on its Common Stock. These units, first granted in 2008, are: 30,169 for Mr. Walter, 8,050 for Mr. Foster, 6,825 for Mr. Butz, 7,142 for Mr. Steele, and 6,825 for Mr. Wilson. Item (iv) includes options to purchase 608,850 shares for Mr. Walter; options to purchase 27,322 shares for Mr. Foster; options to purchase 50,868 shares for Mr. Steele; options to purchase 118,538 shares for Mr. Butz; options to purchase 43,890 shares for Mr. Wilson; and options to purchase 885,910 shares for all current executive officers as a group.

(4) Includes 3,463 shares held by Mr. Walter s spouse and 87,000 shares held in two trusts.

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Other Security Ownership

Based on available information, the persons listed below beneficially own more than five percent of the Company s outstanding shares of Common Stock as of December 31, 2009:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
FMR LLC 82 Devonshire Street Boston, MA 02109, USA	6,409,703 shares (1)	8.8%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022, USA	6,017,947 shares (2)	8.3%

(1) Based on a Schedule 13G filing dated February 12, 2010, as of December 31, 2009, FMR LLC had sole voting power as to 829,154 of such shares and sole dispositive power as to all the shares.

(2) Based on a Schedule 13G filing dated January 20, 2010, as of December 31, 2009, BlackRock, Inc. had sole voting power and sole dispositive power as to all the shares.

VI. Executive Compensation

Compensation Discussion and Analysis

Overview of Executive Compensation Philosophy

Compensation and Organization Committee

The Compensation and Organization Committee (Committee), composed entirely of independent directors, is guided by its charter to review and approve executive compensation policies and practices and to oversee their administration.

Committee Charter

The Committee s Charter describes its duties, responsibilities and procedures. The charter is available on-line at www.fmc.com under Corporate Governance. The Committee s membership is determined by the Nominating and Corporate Governance Committee. In 2009, the Committee met three times.

The Committee establishes total compensation for the president and chief executive officer (CEO) annually at its February meeting. The Committee reviews and evaluates the performance of the CEO and develops base salary and incentive payment recommendations for the review and approval of the full Board of Directors. This year, the Committee also developed for the review and approval of the full Board of Directors the terms of Mr. Walter s retirement, including the compensation for his service as Chairman and his post-termination consulting service. Neither Mr. Walter nor Mr. Brondeau participate in Committee or Board discussions regarding his own compensation.

The Committee, with the input of the CEO, also establishes compensation for all the other named executive officers listed in Column (a) of the Summary Compensation Table (all named executive officers listed in the Summary Compensation Table, the NEOs). Specifically, the CEO evaluates the performance of the other NEOs annually and makes recommendations to the Committee each February regarding the compensation of those other NEOs. The CEO s input is particularly important in connection with base salary adjustments, the issuance of Key Manager Awards and the determination of API ratings as part of our Annual Incentive program, each as further described below. In each of these instances, the process starts with the CEO s recommendation and that recommendation is afforded great weight by the Committee. The CEO participates in Committee

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discussions regarding other NEOs compensation. The Committee views the CEO s significant role in the compensation process for other NEOs, and the deference afforded to his recommendations, as appropriate in light of his greater familiarity with the day-to-day performance of his direct reports and the importance of incentive compensation in driving the execution of managerial initiatives developed and led by the CEO.

During the Company s leadership transition in 2010, the CEO s role in the compensation process for other NEOs is expected to also reflect the input of Mr. Walter, our current Chairman and former CEO. In particular, Mr. Brondeau and the Committee will look to Mr. Walter for his evaluation of the 2009 performance of other NEOs. Following this, it is expected that Mr. Brondeau will liaise with the Committee independently.

The Committee Chairman provides a full accounting of the Committee s decisions to the Board of Directors following each Committee meeting. All new Committee members are provided a comprehensive executive compensation guide to facilitate their transition to the Committee by enhancing their understanding of the Company s executive compensation policies and practices.

The Committee recognizes its responsibility to maintain a competitive executive compensation program that will ensure the Company s ability to attract, motivate and retain top talent while at the same time aligning the financial interests of the executives with shareholders. Pay for performance and market based compensation are important elements of the Company s compensation philosophy. The Company considers several measures of corporate performance, job performance and labor market dynamics in the design and administration of the NEO compensation arrangements described later in this section.

Compensation Consultant

Hewitt Associates (Hewitt) has been engaged by the Committee as its expert advisor on matters of executive compensation. At the time it engaged Hewitt, the Committee acknowledged that Hewitt had for many years provided, and would continue to provide in the future, actuarial and other pension administrative services to the Company. Hewitt also provided consulting services to the Company in 2009 evaluating and designing elements of the executive compensation program. Hewitt s executive compensation consultant attended three meetings of the Committee in 2009. Beginning in 2010, Meridian Compensation Partners will serve as the Committee s compensation consultant.

Hewitt provided the Committee with advice and counsel on a broad range of executive compensation matters. The scope of their services included, but was not limited to, the following:

- Apprising the Committee of compensation-related trends and developments in the marketplace
- Informing the Committee of regulatory developments relating to executive compensation practices
- Providing the Committee with an assessment of the market competitiveness of the Company s executive compensation
- Assessing the relationship between executive compensation and corporate performance
- Recommending changes to the executive compensation program to maintain competitiveness and ensure consistency with business strategies, good governance practices and alignment with shareholder interests.

All executive compensation related services are performed on a fee for service basis and are paid for by the Company. In 2009, the Company remitted $139,701 to Hewitt for executive compensation services. In addition, the Company engaged Hewitt for actuarial and other pension administrative services in the amount of $1,931,000.

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Compensation Philosophy

As previously stated, the Company s compensation program for NEOs is designed to attract, motivate and retain top talent, to pay for performance and to align the financial interests of the NEOs with those of the Company s shareholders. In designing compensation arrangements for NEOs, the Committee has considered the importance of:

- Balancing variable compensation components so that appropriate focus is put on achieving both short and long-term operating and strategic objectives
- Motivating the NEOs to achieve desired financial and operational results using sound business judgment and risk appropriate behavior
- Ensuring that the achievement of key financial goals and strategic objectives is financially rewarding for the NEO.

In addition, the Committee believes that subjecting a significant percentage of total direct compensation (TDC) to performance conditions helps focus the executive on achieving certain key objectives that are important to delivering the performance expected by shareholders. Notwithstanding the foregoing, the Committee has determined, based on an assessment of the Company s executive compensation programs by its consultant, that its compensation policies and programs do not give rise to risks that are reasonably likely to have a material adverse effect on the Company.

Components of Executive Compensation

The components of the Company s compensation program with respect to NEOs include base salary, an annual incentive and a long-term incentive. Together, these three elements comprise the NEOs TDC.

The Company relies on both industry surveys and analysis of proxy statements from peer companies (the Market) to benchmark the components of its NEO compensation and to validate TDC, including the appropriate mix of cash and equity, as well as NEO benefits and perquisites. Proxy statement data may not be reported for jobs that are direct comparisons to jobs held by the Company s NEOs. In such cases, the Company relies more on the broader survey data to benchmark elements of executive compensation. The Company also believes that internal equity is an important and necessary consideration in valuing jobs. The Company benchmarks TDC so that performance at target delivers compensation at approximately the 50^{th} percentile of the Market. The Company may, as a matter of policy, adjust individual components of TDC to align with its general executive pay philosophy as described in the preceding section. However, the Company does not adjust components of TDC based on the amount of compensation earned by an NEO in any prior period.

Below are peer companies from which proxy data was used in the most recent executive compensation study completed in August 2009:

Albermarle Corporation	Nalco Holding Company
Cabot Corporation	Olin Corporation
Chemtura Corporation	PPG Industries, Inc.
Cytec Industries Inc.	Rockwood Holdings, Inc.
Eastman Chemical Company	Scott s Miracle-GRO Company
Ecolab Inc.	The Valspar Corporation
International Flavors and Fragrances, Inc.	Westlake Chemical Corporation
The Lubrizol Corporation	

The peer group is reviewed for comparability at the time of each biennial executive compensation study.

Base Salary

Salary ranges for NEOs are established based on similar positions in other companies of comparable revenue, size and complexity included in the Market. Performance levels from needs improvement to outstanding are delineated within the salary range structure and provide guidance for the administration of salaries.

The Company establishes base salary range midpoints at the 50th percentile of the Market. Salary ranges are expressed as grades with each grade having a range from 75% to 125% of midpoint. This structure allows the Company to differentiate in the delivery of base salary in accordance with its pay for performance philosophy.

Base salaries of the NEOs (except the CEO) are approximately 36% of TDC for the position. Mr. Walter s base salary is approximately 22% of his TDC, at target, reflecting the greater emphasis of his job being placed on long-term strategic priorities and less on day-to-day operational issues. This weighting of base salary relative to TDC is consistent with the Company s compensation philosophy mentioned above, that emphasizes pay-at-risk for executives who are chiefly responsible for delivering short and long term financial results for shareholders.

Starting salaries are a function of an employee s skills, experience, expertise and expected job performance. Subsequent salary adjustments for the NEOs (except the CEO) are based on job performance as assessed by the CEO who recommends the appropriate base salary to the Committee for their approval. The Committee itself determines any salary adjustment for the CEO. Base salary reviews are part of the broader compensation review that occurs at the February meeting of the Committee.

In 2009, the Committee did not approve base salary increases for the CEO or any NEO based on the uncertainty of the general economic environment.

Annual Incentive

The Incentive Compensation and Stock Plan (ICSP), is a shareholder-approved plan designed to facilitate the grant of both short and long term incentives.

The Annual Incentive is a cash component of the ICSP that rewards NEOs for the achievement of key short-term objectives. It is designed to recognize and reward both individual and team achievement. The Committee reviews and approves the award design, performance measures and objectives. The Committee also reviews and approves the award results and payouts.

Annual Incentive targets are derived from prevailing Market data with consideration for internal equity. The Annual Incentive delivers at target, a cash payout that approximates the 50th percentile of the Market when objectives are met and a maximum of 2x target if objectives are exceeded. Annual Incentive compensation targets vary by position and are expressed as a percentage of base salary. For 2009, the Annual Incentive comprises approximately 20% (at target) of the NEOs TDC, except the CEO. The CEO s Annual Incentive as a percent of TDC is approximately 22% (again, at target). The Committee believes this percentage provides a meaningful incentive for short-term performance. All NEOs received an Annual Incentive payment for performance in 2009 (see footnote (2) to Column (g) of the Summary Compensation Table). In 2009, Mr. Walter had an Annual Incentive target of 100% of base salary and Mr. Foster had an Annual Incentive target of 55% of base salary. Each of the other NEOs had an Annual Incentive target of 55% of base salary for the first 10 months of the year and (based on the results of the executive compensation study completed in October 2009) 65% of base salary for the last two months of the year.

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The Annual Incentive is comprised of two components, a Business Performance Incentive (BPI) and an Annual Performance Incentive (API).

The BPI component is focused on key financial measure(s) such as net income, earnings before interest and taxes (EBIT) and working capital. The CEO establishes the appropriate financial measure(s) for the corporation and each business unit and recommends the measure(s) to the Committee for approval at the February meeting. BPI performance for the corporation and each business unit is approved by the Committee following its review of year end financial results. Details concerning the specific BPI measures for each NEO in 2009 are provided in the section entitled Annual Incentive Awards of the narrative to the Grants of Plan-Based Awards Table.

The API generally consists of a set of non-financial objectives specific to each NEO. The API factors may, in part, be subjective and may include measures such as the successful execution of strategy and growth initiatives, assessing and responding to changing market conditions, improving operating efficiency and safety performance, talent management, and making timely management changes. An NEO s performance against each objective is graded on a scale of zero to 2.0 (with performance at target levels yielding a rating of 1.0). The relative importance of each of these factors is then weighted based on the importance on the strategic initiatives and operating requirements of each business or function. The resulting weighted index yields an overall API rating between zero and 2.0. The CEO establishes API measures and objectives for other NEOs and evaluates performance against the objectives. API measures for the CEO are approved, and his performance against these measures is evaluated, by the Committee. At the end of each year, each NEO completes a self-assessment on his progress in satisfying each of his API objectives. The relevant evaluators (the CEO in the case of the other NEOs and the Committee in the case of the CEO) are provided by management with these reports as well as such other information as they may require to determine the satisfaction of each API objective. The evaluators will consider the self-assessment reports, but they are in no way bound by them. Ultimately, the evaluators will make their own determinations as to the extent to which each API objective is satisfied. Insofar as an API objective is subjective in nature, the evaluators will apply their own judgment in determining the extent to which it has been satisfied. All NEO Annual Incentive awards are approved during the February meetings of the Committee and the Board. Details concerning Annual Incentive awards for 2009 are provided in the section entitled Annual Incentive Awards of the narrative to the Grants of Plan-Based Awards Table.

Long-Term Incentives

Long-Term Incentive (LTI) awards are also granted under the ICSP. LTI targets are derived from prevailing Market data with consideration for internal equity. The LTI award is designed to motivate, retain and directly link the NEOs long-term compensation with increases in shareholder value. The LTI target is based on position and is designed to deliver compensation at the 50th percentile of the Market. However, for better-than-Market performance, the LTI award can produce results that are above the LTI target. In 2009, the LTI award value for each NEO was delivered at the 50th percentile of the Market for each position. The Committee has broad discretion to approve the appropriate type(s) of LTI awards. For 2009, LTI compensation, at target, represents approximately 45% of TDC for NEOs other than Mr. Walter. Mr. Walter s LTI is weighted at 55% of TDC. This higher percentage for the CEO reflects the importance of his role in developing long-term strategic direction that creates sustainable shareholder value.

The Committee believes that LTI awards should compensate NEOs, in a meaningful way, for delivering sustainable long-term value to shareholders. LTI awards for the NEOs, except for the CEO, are recommended by the CEO and approved by the Committee. The LTI award for the CEO is recommended by the Committee and approved by the full Board of Directors. All LTI awards are approved during the February meetings of the Committee and the Board.

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There is no set allocation between equity and cash for LTI awards. The Committee determines the allocation on a year-by-year basis. The Committee believes that a mix of equity and performance-based cash directly aligns the financial interests of NEOs and shareholders. In 2009, the LTI award was made up of one-third stock options, one third restricted stock units (paid in Common Stock when vested), and one third performance-based cash. In authorizing this mix of equity and cash, the Committee created incentives for higher levels of business performance (stock options and performance-based cash), and retention and ownership (restricted stock units) for the Company s key executives. (See the Grants of Plan-Based Awards Table and Columns (e), (f) and (g) of the Summary Compensation Table.)

Generally, LTI awards are subject to forfeiture until the applicable vesting conditions are met, and LTI awards require continued service to us for a three year period (or a four year period in the case of a Key Manager Award, as further discussed below). However, participants age 62 and over, who are also eligible for early retirement, will vest in those shares on an accelerated basis at age 62 (or immediately upon grant, if the grant is received after age 62). Nevertheless, such participants are not entitled to receive the shares until they would have otherwise vested, except for an amount necessary to satisfy tax liabilities relating to the grant.

Equity Awards

Annual Stock Option Grants

The Committee is the only party authorized to grant stock options to NEOs. The Committee s practice is to grant stock options as part of the LTI awards to NEOs at its February meeting, subsequent to the release of the Company s earnings for the previous calendar year. In determining the number of options required to meet the compensation level approved by the Committee for an NEO, the Company divides that portion of the LTI award value related to stock options by the fair value of the option based on a Black Scholes calculation using a 30 day average stock price for the period immediately preceding the February meeting of the Committee.

The exercise price of all stock option awards to NEOs is equal to the closing price of the Company s stock on the date of grant, which is the same day the Committee approves the grants. Option grants are not specifically timed to precede or follow the Company s release of material information to the public.

Restricted Stock or Restricted Stock Units

In determining the amount of restricted stock or units required to meet the compensation level approved by the Committee for an NEO, the Company divides that portion of the LTI award value related to restricted stock or restricted stock units determined by the Committee for that year by a 30 day average stock price for the period immediately preceding the February meeting of the Committee.

Special Restricted Stock Grants (Key Manager Awards)

The Key Manager Award (KMA) is a restricted stock grant designed primarily as a recognition and retention program for outstanding management talent. The Committee may also authorize the use of a KMA to attract key talent. Most KMAs are issued in an effort to retain key management talent. The value of the KMA is established at a level that would be meaningful to the executive based on his/her compensation. Typically, these awards are approved for an executive only once during a four-year period. KMAs are generally subject to a four year period of restriction, but in all other respects have the same characteristics as the restricted stock used as part of the LTI award. KMAs are recommended by the CEO. The Committee may recommend a KMA for the CEO for approval by the full Board. No KMAs were granted to NEOs in 2009.

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Performance-Based Cash

The CEO may recommend a performance-based cash component as part of the annual LTI award. When used, performance-based cash is linked to a multi-year corporate performance measure recommended by the CEO. The measure and corresponding objectives are approved by the Committee. Details of the 2009 and previous performance-based cash awards are provided in the subsection entitled Long-Term Incentive Awards Performance-Based Cash of the narrative following the Grants of Plan-Based Awards Table.

Potential Benefits Related to Change in Control or NEO Termination

The Company has entered into an executive severance agreement with each NEO that provides certain financial benefits in the event of a change in control. These benefits are triggered by a qualifying event (see section of this proxy statement entitled Potential Payments Upon Termination or Change in Control) that also results in the executive s termination of employment within 24 months of the event. Mr. Walter s agreement also provided that he may voluntarily terminate his employment in the 13th month following a change in control and be entitled to the benefits of the agreement. The CEO position is most vulnerable following a change in control. This modified trigger for the CEO provides the acquirer and its shareholders with reasonable assurance of executive management stability, thereby protecting the value of the acquisition while transition decisions are implemented. In addition, in the event of a change in control, whether or not accompanied by the termination of an NEO s employment, the NEO s unvested LTI and KMA awards vest immediately. The Committee believes that the long-term interests of shareholders are best served by providing reasonable income protection for NEOs to address situations in which they may otherwise be distracted by their potential loss of employment. In addition, the Committee has approved benefit guidelines applicable to the NEOs in the event of the termination of their employment unrelated to a change in control, which are intended to provide reasonable transition assistance. The details of all such benefits are set forth in the section of this proxy statement entitled Potential Payments Upon Termination or Change in Control .

Pierre Brondeau Employment Letter

In connection with the hiring of Mr. Brondeau as President and CEO, the Company entered into an employment letter (the Employment Letter) with him providing for his employment effective January 1, 2010.

The Employment Letter provides for an initial annual base salary of $900,000, a target Annual Incentive equal to 100% of his base salary and LTI awards valued at $2,500,000. These LTI awards will be comprised of one-third stock options, one-third restricted stock units and one-third performance-based cash award. The terms of Mr. Brondeau s compensation package are consistent with the Company s approach to all other NEOs as described in the preceding pages.

Upon the commencement of his employment, Mr. Brondeau received a sign-on award of a restricted stock unit grant with respect to a number of shares of FMC Common Stock valued at $3,000,000 as of January 1, 2010. These restricted stock units will vest on the third anniversary of the grant date, provided Mr. Brondeau remains employed through that date.

If Mr. Brondeau is terminated and such termination is not for cause, Mr. Brondeau will be entitled to receive a severance payment equal to two years of base salary and 12 months of benefit continuation. If Mr. Brondeau is terminated involuntarily or suffers a constructive termination within two years after a change of control, then in lieu of the severance benefits described above, Mr. Brondeau will have severance rights comparable to the change of control severance rights in effect with respect to the Company s other NEOs (provided that Mr. Brondeau s agreement does not include the right to receive a cash payment to cover excise taxes on the benefits to be paid under the agreement).

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Mr. Brondeau will be subject to customary non-disclosure, non-competition and non-solicitation obligations.

Pension Benefits

All NEOs, except the current CEO, Pierre Brondeau, are also eligible for retirement benefits under (i) a qualified defined benefit plan (the Qualified Plan) available to all employees hired before July 2007 on a non-discriminatory basis who meet the service criteria; as well as (ii) a nonqualified defined benefit plan (the Nonqualified Plan), which is designed to restore the benefits that would have been earned under the benefits formula for the Qualified Plan, absent the limits placed by the Internal Revenue Code. The details of these defined benefit plans are set forth in the Pension Benefits Table 2009 and the narrative that follows it.

Stock Ownership Policy

The Company has established guidelines setting expectations for the ownership of Company stock by executive officers. The guidelines for stock ownership are expressed in multiples of two to five times the executive s annual base salary.

Effective January 1, 2010, the CEO ownership target is five times his base salary. The CFO has a target of three times his base salary. The other NEOs have ownership targets of two times their base salaries. These ownership guidelines are reviewed and, if necessary, adjusted every other year in conjunction with the formal market study of executive compensation. The most recent review of ownership guidelines occurred in October 2009 as part of the executive compensation study. As a result of this study, ownership targets were increased by the Committee by one multiple of base salary.

Officers of the company, who are subject to ownership targets, have a period of up to five years from the date of their election or appointment to meet the guidelines. All NEOs are in full compliance with current ownership guidelines.

The Director Stock Ownership Policy is on page 14 of this proxy statement.

Executive Compensation Tables

Summary Compensation Table 2009

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock Awards ($)(1) (e)	Option Awards ($)(1) (f)	Non-Equity Incentive Plan Compensation ($)(2) (g)	Change in Pension Value ($)(3) (h)	All Other Compensation ($)(4) (i)	Total ($) (j)
WILLIAM G. WALTER	2009	1,015,000		733,127	740,864	1,614,751	1,948,713	107,137	6,159,592
	2008	1,005,000		787,023	810,905	2,926,697	1,230,200	110,294	6,870,119
Chairman, President and									
Chief Executive Officer	2007	945,833		678,554	678,518	3,230,025	2,052,127	115,994	7,701,051
W. KIM FOSTER	2009	551,250		192,781	194,801	409,941	1,048,926	52,443	2,450,142
	2008	549,062		206,944	213,209	765,028	464,088	52,009	2,250,340
Senior Vice President and									
Chief Financial Officer	2007	522,917		178,425	178,433	840,160	532,159	53,209	2,305,303
MILTON STEELE	2009	460,000		177,538	179,429	459,231	1,047,038	59,200	2,382,436
	2008	460,000		175,445	180,789	643,161	348,776	46,564	1,854,735
Vice President,	2007	428,892		637,500	151,396	750,154	526,643	46,402	2,540,987
General Manager									
Agricultural Products Group									
THEODORE H. BUTZ	2009	422,931		163,450	165,165	349,886	382,136	107,478	1,591,046

Vice President,	2008	406,971	175,445	180,789	435,834	72,712	113,786	1,385,537
General Manager	2007	383,935	710,430	151,396	574,805	72,462	136,025	2,029,053
Specialty Chemicals Group								
D. MICHAEL WILSON	2009	422,931	163,450	165,165	187,396	200,522	72,735	1,212,199
	2008	406,971	175,445	180,789	610,872	52,241	55,510	1,481,828
Vice President,	2007	383,935	637,500	151,396	543,975	24,354	44,199	1,785,359
General Manager								
Industrial Chemicals Group								

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(1) There were no forfeitures of any of these awards during 2009. The amounts in these columns reflect the grant date fair value of stock and option awards computed in accordance with FASB ASC Topic 718 for 2007, 2008 and 2009. See Note (14) to the Consolidated Financial Statements contained in the Company s report on Form 10K for the year ended December 31, 2009 for the assumptions used in the valuations that appear in this column. These awards are comprised of both restricted stock and restricted stock units.

(2) For 2009, the totals listed in this column include amounts earned under the Incentive Compensation and Stock Plan as follows: (i) with respect to the Annual Incentive for 2009, for Mr. Walter, $1,226,120; for Mr. Foster, $307,735; for Mr. Steele, $372,493; for Mr. Butz, $263,148; and for Mr. Wilson, $100,658; and (ii) with respect to the Performance-Based Cash component of the 2007 Long-Term Incentive Award, for Mr. Walter, $388,631; for Mr. Foster, $102,206; for Mr. Steele, $86,738; for Mr. Butz, $86,738; and for Mr. Wilson, $86,738. Starting in 2008, the calculation methodology for the Performance-Based Cash component of the Long-Term Incentive Awards was changed. See Long-Term Incentive Awards Performance-Based Cash Award on Page 34.

(3) For 2009, the amounts listed in this column are attributable to changes in the pension values under the Company s qualified and nonqualified defined benefit plans. Details of these defined benefit plans are set forth in the Pension Benefits Table 2009 and the narrative that follows.

(4) For 2009, the amounts stated in this column include: (i) with respect to the Company s matching contribution to the FMC Corporation Savings and Investment Plan, for Messrs. Walter, Foster, Steele, Butz and Wilson, $9,800; (ii) with respect to the Company s matching contribution to the FMC Corporation Non-Qualified Savings and Investment Plan, for Mr. Walter, $34,172; for Mr. Foster, $18,559; for Mr. Steele, $25,784; for Mr. Butz, $0; and for Mr. Wilson, $23,009; (iii) with respect to dividends paid on unvested restricted stock and restricted stock units, for Mr. Walter, $13,053; for Mr. Foster, $6,666; for Mr. Steele, $12,273; for Mr. Butz, $12,155; and for Mr. Wilson, $12,155. The amounts in this column also include the aggregate incremental costs for the following: for Mr. Walter, financial planning, executive long-term disability insurance, personal use of the Company airplane, a golf club membership, and reserved parking; for Mr. Foster, executive long-term disability insurance, a golf club membership, reserved parking and a nominal benefit credit (for which all employees were eligible); for Mr. Steele, financial planning and executive long-term disability insurance; for Mr. Butz, executive long-term disability insurance, reserved parking, financial planning, commuting expenses prior to relocation in February 2009, relocation expenses ($54,291), and tax gross-up on a portion of the relocation expenses in accordance with the Company s relocation policy (such gross up provided to all employees who are eligible for relocation) and commuting expenses ($11,505); and for Mr. Wilson, financial planning, executive long-term disability insurance, a golf club membership, reserved parking, and a nominal benefit credit (for which all employees were eligible). The aggregate incremental cost for each of the foregoing perquisites and personal benefits that were quantified was calculated based on the full amount the Company paid for such benefit times the percentage of personal use not reimbursed to the Company.

The Summary Compensation Table lists all 2007, 2008 and 2009 compensation, as defined by the rules of the SEC, for the Chief Executive Officer, the Chief Financial Officer and each of the three other most highly compensated executive officers. The base salary, Annual Incentives, and Long-Term Incentives (consisting of stock options, restricted stock or restricted stock units, and a performance-based cash component), paid or awarded to these officers were determined by the Compensation and Organization Committee, as described in the Compensation Discussion and Analysis. The material terms of the Annual Incentive and Long-Term Incentive awards are described in the narrative to the Grants of Plan Based Awards Table. The material terms of the qualified and nonqualified defined benefit plans, which are the basis for the accruals reported in Column (h) of the Summary Compensation Table above, are described in the narrative to the Pension Benefits and Nonqualified Deferred Compensation Tables, respectively.

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Grants Of Plan-Based Awards Table 2009

Name (a)	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1) Threshold ($)(2) (c)	Target ($) (d)	Maximum ($) (e)	Estimated Future Payouts Under Equity Incentive Plan Awards Threshold ($) (f)	Target ($) (g)	Maximum ($) (h)	All Other Stock Awards: Number of Shares of Stock or Units (#) (i)	All Other Option Awards: Number of Securities Underlying Options (#) (j)	Exercise or Base Price of Option Awards ($/Sh) (k)	Grant Date Fair Value of Stock and Option Awards ($) (l)
William G. Walter											
	N/A	0	1,015,000*	2,030,000							
	2/19/09	377,600	755,200**	1,510,400							
	2/19/09							16,497			733,127
	2/19/09								40,774	44.44	740,864
W. Kim Foster											
	N/A	0	303,188*	606,375							
	2/19/09	99,300	198,600**	397,200							
	2/19/09							4,338			192,781
	2/19/09								10,721	44.44	194,801
Milton Steele											
	N/A	0	260,667*	521,333							
	2/19/09	91,450	182,900**	365,800							
	2/19/09							3,995			177,538
	2/19/09								9,875	44.44	179,429
Theodore H. Butz											
	N/A	0	239,661*	479,322							
	2/19/09	84,200	168,400**	336,800							
	2/19/09							3,678			163,450
	2/19/09								9,090	44.44	165,165
D. Michael Wilson											
	N/A	0	239,661*	479,322							
	2/19/09	84,200	168,400**	336,800							
	2/19/09							3,678			163,450
	2/19/09								9,090	44.44	165,165

(1) The actual amount of the Annual Incentive paid to the NEO with respect to 2009 is stated in footnote (2) to Column (g) of the Summary Compensation Table.

(2) The annual incentive awards, which are denoted by a single asterisk in this table, have possible payouts at any point from zero to the respective maximums shown; therefore no threshold is given. For the performance-based cash component, denoted by a double asterisk in this table, a zero payout is possible, with the first payout thereafter equal to .5 times the target; therefore the threshold shown represents that latter amount, although such amount