

FMC CORP  
Form FWP  
November 17, 2011

Filed Pursuant to Rule 433

Registration No. 333-165066

Free Writing Prospectus

To Prospectus dated February 25, 2010 and

Preliminary Prospectus Supplement Dated November 17, 2011

**\$300,000,000**

**FMC Corporation**

**3.950% Notes due 2022**

**November 17, 2011**

*Pricing Term Sheet*

<b>Issuer:</b>	FMC Corporation
<b>Security:</b>	3.950% Notes due 2022
<b>Size:</b>	\$300,000,000
<b>Maturity Date:</b>	February 1, 2022
<b>Coupon:</b>	3.950%
<b>Interest Payment Dates:</b>	Each February 1 and August 1, commencing August 1, 2012
<b>Price to Public:</b>	99.575%
<b>Benchmark Treasury:</b>	UST 2% due November 15, 2021
<b>Benchmark Treasury Price and Yield:</b>	100-14+; 1.950%
<b>Spread to Benchmark Treasury:</b>	+205 bps
<b>Yield:</b>	4.000%
<b>Make-Whole Call:</b>	T+30 bps
<b>Expected Settlement Date:</b>	November 22, 2011 (T+3)
<b>CUSIP:</b>	302491 AR6
<b>Ratings:</b>	Moody s Baa1 (Stable Outlook)

**Joint Book-Running Managers:** S&P BBB+ (Stable Outlook)  
Citigroup Global Markets Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

**Senior Co-Managers:** BNP Paribas Securities Corp.

DnB NOR Markets, Inc.

HSBC Securities (USA) Inc.

Mitsubishi UFJ Securities (USA), Inc.

SMBC Nikko Capital Markets Limited

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U.S. Bancorp Investments, Inc.

**Co-Managers:**

ANZ Securities, Inc.

BB&T Capital Markets, a division of Scott & Stringfellow, LLC

BNY Mellon Capital Markets, LLC

J.P. Morgan Securities LLC

KBC Financial Products USA Inc.

Lloyds Securities Inc.

RBS Securities Inc.

TD Securities (USA) LLC

Wells Fargo Securities, LLC

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 1-877-858-5407 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800- 294-1322.**