

FMC CORP  
Form DEF 14A  
March 21, 2011  
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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:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Confidential, for Use of the  
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# FMC CORPORATION

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(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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:

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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# FMC Corporation

**Pierre Brondeau**

President, Chief Executive Officer

Chairman of the Board

March 21, 2011

Dear Stockholder:

It is my pleasure to invite you to attend the Company's 2011 Annual Meeting of Stockholders. The meeting will be held on Tuesday, April 26, 2011, at 2:00 p.m. local time at the Top of the Tower, 1717 Arch Street, 50<sup>th</sup> 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 2010 and on our outlook for 2011. 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 26th.

Sincerely,

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**Tuesday, April 26, 2011**

**2:00 p.m.**

**Top of the Tower**

**50<sup>th</sup> Floor**

**1717 Arch Street**

**Philadelphia, Pennsylvania 19103**

March 21, 2011

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:

1. Elect three directors: Edward J. Mooney, Enrique J. Sosa and Vincent R. Volpe, Jr. in Class I, each for a term of three years.
2. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2011.
3. Hold an advisory (non-binding) vote on executive compensation.
4. Hold an advisory (non-binding) vote on the frequency of executive compensation voting.
5. Vote on any other business properly brought before the meeting.

**THE BOARD RECOMMENDS A VOTE FOR ITS NOMINEES FOR DIRECTOR AND FOR PROPOSALS 2 AND 3. THE BOARD RECOMMENDS A VOTE IN FAVOR OF A FREQUENCY OF ONE YEAR IN PROPOSAL 4.**

**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 STOCKHOLDER MEETING TO BE HELD ON APRIL 26, 2011:**

**The proxy statement and the annual report to security holders are available at [www.fmc.com](http://www.fmc.com).**

By order of the Board of Directors,

Andrea E. Utecht

*Executive 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 2011 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 2010 on or about March 21, 2011.

**Agenda Items** The agenda for the Annual Meeting is to:

1. Elect three directors;
2. Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2011;
3. Hold an advisory vote on executive compensation;
4. Hold an advisory vote on the frequency of executive compensation voting;
5. 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 1, 2011. You will have one vote for each share of Common Stock. As of March 1, 2011, there were 71,591,250 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, **FOR** Proposals 2 and 3 and **FOR** a frequency of **ONE** year for Proposal 4.



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**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.

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**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. Proposals 2 through 4 require the affirmative vote of the majority of shares present in person or represented by proxy and entitled to vote at the meeting. With respect to Proposal 4, if the resolution is not adopted by the required majority vote for any one of the time periods presented, the Board will evaluate the votes cast for each time period presented and will consider the time period for which a plurality of the votes were cast to have been recommended by the stockholders.

**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 Proposals 2 through 4, abstentions will have the effect of a vote against such proposals.

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, but the election of directors and the advisory votes regarding executive compensation are considered non-routine matters. 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 22, 2011 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 22, 2011.

**Table of Contents****II. The Proposals To Be Voted On****Proposal 1 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 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 Edward J. Mooney, Enrique J. Sosa and Vincent R. Volpe, Jr. Messrs. Mooney, Sosa and Volpe are incumbent directors who are members of Class I, each of whose term expires at the 2011 Annual Meeting, and they have been nominated for re-election to Class I. If re-elected, the Class I directors' next term will expire at the 2014 Annual Meeting. 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.

Patricia A. Buffler, a director since 1994 and a member of Class II, will retire from the Board effective at the Annual Meeting on April 26, 2011. The Board extends its thanks to her for her counsel and service.

**The Board of Directors recommends a vote FOR the election of Edward J. Mooney, Enrique J. Sosa and Vincent R. Volpe, Jr.**

**Proposal 2 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 2011. For the years 2009 and 2010, KPMG's fees, all of which were approved by the Audit Committee, were as follows:

	(\$000)	
	2010	2009
Audit Fees (1)	2,789	2,562
Audit Related Fees (2)	164	300
Tax Fees (3)	714	574
All Other Fees (4)	280	290
<b>TOTAL</b>	<b>3,947</b>	<b>3,726</b>

- (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.

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(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.

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 2011.**

### **Proposal 3 An Advisory (Non-Binding) Vote on Executive Compensation**

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) requires virtually all publicly-traded companies to permit their stockholders to cast a non-binding advisory vote on executive compensation paid to their executive officers named in this proxy statement (named executive officers or NEOs). This advisory vote on executive compensation is non-binding on the Board, will not overrule any decision by the Board and does not compel the Board to take any action. However, the Board and the Compensation and Organization Committee may consider the outcome of the vote when considering future executive compensation decisions. Specifically, to the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, we will consider our stockholders concerns and the Compensation and Organization Committee will evaluate whether any actions are necessary to address those concerns.

The Board and the Compensation and Organization Committee believe that the Company's executive compensation programs and policies and the compensation decisions for 2011 described in this proxy

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statement (i) support the Company's business objectives, (ii) link the interests of the executive officers and stockholders, (iii) align NEO pay with individual and the Company's performance, without encouraging excessive risk-taking that could have a material adverse effect on the Company, (iv) provide NEOs with a competitive level of compensation and (v) assist the Company in retaining the NEOs as well as other senior leaders.

For the reasons discussed above (and further amplified in the compensation disclosures made in this proxy statement), the Board recommends that stockholders vote in favor of the following resolution:

RESOLVED that the stockholders approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure includes the Compensation Discussion and Analysis, the Summary Compensation Table and other related tabular and narrative disclosures set forth in this proxy statement).

**The Board of Directors unanimously recommends a vote FOR the above resolution.**

### **Proposal 4 Advisory Vote on the Frequency of an Advisory Vote on Executive Compensation**

The Dodd-Frank Act also allows our stockholders to indicate how frequently we should seek an advisory vote on the compensation of our named executive officers, as disclosed pursuant to the SEC's compensation disclosure rules. By voting on this Proposal 4, stockholders may indicate whether they would prefer an advisory vote on named executive officer compensation every one, two or three calendar years.

The Board believes that stockholders should have an annual opportunity to provide input on our named executive officer compensation programs and policies. The Board's determination was based upon the premise that named executive officer compensation is evaluated, adjusted and approved on an annual basis by the Board upon a recommendation from the Compensation and Organization Committee and the Board's belief that investor sentiment should be a factor taken into consideration by the Committee in making its annual recommendation. By providing an advisory vote on executive compensation on an annual basis, our stockholders will be able to provide us with direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year.

For the reasons discussed above, the Board recommends that stockholders vote in favor of the following resolution:

RESOLVED that the Company hold a stockholder advisory vote to approve the compensation of the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, with a frequency of once every one year, two years or three years, whichever receives the affirmative vote of the majority of the shares present in person or represented by proxy and entitled to vote at the meeting.

You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, three years, or abstain from voting. Because this vote is advisory and not binding on the Board or the Company in any way, the Board may decide that it is in the best interests of our stockholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders.

**The Board of Directors unanimously recommends a vote FOR an advisory vote on executive compensation once every calendar year.**

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**III. Board of Directors**

**Nominees for Director**

**Class I New Term expiring in 2014**

Edward J. Mooney

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

Age: 69

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:70

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: 53

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 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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**Directors Continuing in Office**

**Class II Term Expiring in 2012**

Peter D Aloia

Principal Occupation: Managing Director and member of the Board of Directors of Ascend Performance Materials Holdings, Inc., a producer of Nylon 66 and related chemicals

Age: 66

Director Since: 2002

Mr. D Aloia has served as Managing Director and a member of the Board of Directors of Ascend Performance Materials Holdings, Inc. since June 1, 2009. 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.

C. Scott Greer

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

Age: 60

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, President and Chief Executive Officer of Flowserve Corporation, a manufacturer of industrial flow management equipment. He served as Chairman from April 2000 and as its President and Chief Executive Officer from January 2000. Mr. Greer joined Flowserve Corporation in 1999 as President and Chief Operating Officer. In March 2005, without admitting or denying the SEC's charges, Mr. Greer consented to the issuance by the SEC of an administrative order concluding that he caused Flowserve to violate the SEC's periodic reporting requirements and Regulation FD, and he consented to the entry of a final judgment requiring him to pay a related \$50,000 civil penalty. Prior to joining Flowserve, Mr. Greer 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.

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Paul J. Norris

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

Age: 63

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 (now a part of BASF 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 major stockholder 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 III Term Expiring in 2013**

Pierre Brondeau

Principal Occupation: President, CEO and Chairman, FMC Corporation

Age: 53

Director Since: 2010

Mr. Brondeau was elected Chairman of the Company in October 2010. Before joining the Company as President and Chief Executive Officer 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 and Marathon Oil Corporation. Mr. Brondeau's current role as President, CEO and Chairman 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 and CEO, American Council of Life Insurers

Age: 59

Director Since: 2009

Governor Kempthorne was appointed to his current position with the American Council of Life Insurers in November 2010. Prior to that, he served as the 49<sup>th</sup> United States Secretary of the Interior from June 2006 until January 2009. From January 1999 until his appointment as Secretary of the Interior, Governor 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. Governor 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. Governor Kempthorne is a member of the Board of Directors of Olympic Steel. His lengthy experience in government, both on the federal and state level, makes Governor Kempthorne 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: 59

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. Visteon filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code in May 2009 and exited in October 2010. Prior to joining Visteon, 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.

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**IV. Information about the Board of Directors and Corporate Governance**

**Meetings**

During 2010, the Board of Directors held five regular meetings and one telephonic meeting. 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, Mr. Brondeau, no director or nominee is currently, or was within the past three years, employed by the Company, its subsidiaries or affiliates. Mr. William G. Walter, formerly non-independent Chairman of the Board, retired from the Board on September 30, 2010.

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.

Messrs. Volpe and D Aloia are executive officers of entities that have had transactions with the Company within the past three years. 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 \$92,374 in 2008, \$1,476,891 in 2009 and \$404,899 in 2010. There were no FMC sales to Dresser-Rand Group, Inc. during that three-year period. FMC purchases from Ascend Performance Materials Holdings, Inc. were \$53,751 in 2008, and there were no other transactions during the period 2008-2010. On that basis, the Board has concluded that Messrs. Volpe and D Aloia meet 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

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Review significant changes in accounting policies

Select the independent registered public accounting firm and confirm its independence

Review potentially significant litigation

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 2010: 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

Review as necessary the Company's compensation programs, policies and practices with respect to risk assessment

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



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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 2010:* 3

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### **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

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 (retiring in April 2011), Mr. D Aloia, Mr. Kempthorne and Mr. Volpe.

*Number of Meetings in 2010:* 6

### **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. Brondeau (Chair), Mr. D Aloia and Mr. Mooney.

*Number of Meetings in 2010:* 1

### **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

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Review the Company's public relations initiatives and its environmental, occupational safety and process safety compliance  
*Members:* Dr. Buffler (Chair, retiring in April 2011), Mr. Kempthorne, Mr. Norris, Mr. Pallash, and Mr. Sosa.

*Number of Meetings in 2010: 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 Lead Director, Mr. Mooney, presides over these sessions. See the section below entitled "Board Leadership Structure" for additional information regarding the role of the Lead Director. In addition, see the section below entitled "Communicating with the Board" for procedures for communicating with Mr. Mooney.

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**Table of Contents****Director Compensation**

The table below shows the total compensation paid to each non-employee director who served on the Board during 2010.

**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 Non-Employee Directors Compensation Policy is not applicable to directors who are also employees of the Company. Accordingly, our CEO, Mr. Brondeau, received no additional compensation for his service as a director. For a description of the compensation paid to Mr. Brondeau for his service during 2010 as our CEO, see below under the heading **Executive Compensation** . Similarly, our former CEO and Chairman, Mr. Walter, was employed by the Company during 2010 and, accordingly, received no additional compensation for his service as a director. For a description of the compensation paid to Mr. Walter for his service to the Company during 2010, see below under the heading **Related Party Transactions Policy** .

**Retainer and Fees** Currently, 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 Lead Director is paid an additional \$25,000 annual retainer.

**Annual Grant of Restricted Stock Units** Currently, each non-employee 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.

**Changes in Director Compensation Effective May 1, 2011** The Board of Directors reviews director compensation annually. Director compensation is formally benchmarked against the market biennially. The last market pay adjustment was May 2009. Based on a market analysis conducted by Meridian Corporate Partners LLC in January 2011, the Nominating and Corporate Governance Committee recommended, and the Board of Directors approved, an increase in the directors' compensation effective May 1, 2011. The annual retainer was increased to \$75,000 in cash (although a director may elect to take all or a portion of the amount in restricted stock units), in part to reflect the elimination of Committee meeting fees. The annual grant of restricted stock units was increased to \$100,000. In addition, the Committee Chair fees were increased to \$15,000 for the Audit Committee and the Compensation and Organization Committee, and \$10,000 for all other Committees. The respective additional annual retainers for the Audit Committee members and the Lead Director remain the same.

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**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 stockholders. 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. Currently, the policy provides that directors may not sell shares of Company stock at any time they do not hold at least five times the value of the director's annual restricted stock unit grant. In conjunction with the changes in director compensation noted above, as of May 1, 2011, the Director Stock Ownership Policy requires that directors hold a minimum of five times the value of the new cash retainer, or \$375,000. 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. One such exception for long-service director Mr. Mooney has been granted for sales in 2011 in connection with retirement planning requirements.

**Director Compensation Table 2010**

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change	All Other Compensation	Total
					in Pension Value and Nonqualified Deferred Compensation Earnings		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Patricia A. Buffler	39,500	140,008				19,526	199,034
G. Peter D. Aloia	79,000	95,015				843	174,858
C. Scott Greer	63,000	95,015				843	158,858
Dirk A. Kempthorne	54,000	95,015				646	149,661
Edward J. Mooney	76,750	95,015				1,404	173,169
Paul J. Norris	4,500	140,008				5,441	149,949
Robert C. Pallash	14,000	140,008				1,499	155,507
Enrique J. Sosa	28,500	95,015				9,575	133,090
Vincent R. Volpe, Jr.	39,500	140,008				11,529	191,037

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- (1) The amounts in Column (c) reflect the grant date fair value of directors' stock awards for 2010 computed in accordance with FASB ASC Topic 718. The grant date for all directors was May 1, 2010 and the number of shares granted was based on a closing price of \$63.64 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, 3,188; Mr. D Aloia, 2,478; Mr. Greer, 2,478; Mr. Kempthorne 1,504; Mr. Mooney, 4,535; Mr. Norris, 12,798; Mr. Pallash, 6,766; Mr. Sosa, 2,482; and Mr. Volpe, 5,146.
- (2) This total includes the value of dividend equivalent rights, as well as Company charitable donations under the matching gifts plan, which are limited to \$10,000 per director per year. Such matching gifts included: for Dr. Buffler, \$18,500 (2009 and 2010 matches); for Mr. Sosa, \$8,500; and for Mr. Volpe, \$10,000.

**Corporate Governance**

**Communicating with the Board** Stockholders and any interested parties may communicate with the Board of Directors, the Lead Director, Mr. Mooney, or any individual member of the Board as follows: Communications must be in writing, sent care of the Corporate Secretary, FMC Corporation, 1735 Market Street, Philadelphia, Pennsylvania 19103. All communications with the Board, the Lead Director 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 2012 Annual Meeting must be delivered to the Company at the address set forth below, not later than January 27, 2012. 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 attended the 2010 Annual Meeting.

**Stockholder Proposals for the 2012 Annual Meeting** Stockholders may make proposals to be considered at the 2012 Annual Meeting. In order to make a proposal for consideration at the 2012 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

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disclosure of the date of the 2012 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 2012 Annual Meeting, stockholders may also be able to have their proposals included in the Company's proxy statement and form of proxy for the 2012 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 22, 2011, 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.

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](http://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 combined. Our Corporate Governance principles provide that the Board should consider the issue of separation of the Chairman and Chief Executive Officer positions under the circumstances prevailing from time to time. When the positions are not separate, a Lead Director shall be appointed from among the independent directors. Following the retirement of Mr. Walter, who had acted as Chairman during the transition in 2010 to a new Chief Executive Officer, the Board determined that with the transition complete, the current Board structure, which combines the Chief Executive Officer and Chairman positions, and includes a Lead Director, best serves the interests of the Company and its stockholders. Combining the two roles allows for clear accountability, effective decision-making, alignment with corporate strategy, and continuity of leadership, while maintaining full engagement of the independent directors. As set forth in the Corporate Governance Principles, the responsibilities of the Lead Director under this structure include: serving as the liaison between the Chairman and the independent directors, advising on information sent to the Board, approving meeting agendas and schedules, calling meetings of the independent directors, and presiding at all meetings at which the Chairman is not present, including executive sessions. Edward J. Mooney was appointed Lead Director in July 2010 for an initial term of two years.

**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

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Company website at [www.fmc.com](http://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 and Organization 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 2010.

**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.

Under the Policy, related parties are defined to include executive officers and directors of the Company and their immediate family members, a stockholder 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 of business transaction between the Company and an entity of which a director of the Company is an executive officer or significant stockholder, 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 of 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.

Pursuant to a transition agreement with the Board dated June 1, 2010, previously filed as Exhibit 10.1 to our Form 10-Q filed with the SEC on August 4, 2010, our former CEO, William Walter, continued



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employment with the Company from January 1, 2010 until May 31, 2010 and continued to serve as Chairman of the Board until his retirement from the Board on September 30, 2010. During the period January 1, 2010 until September 30, 2010, he received compensation in the amount of \$65,000 per month. Following his retirement from the Board and until September 30, 2011, Mr. Walter will serve as a consultant to the Company. He will continue to assist with the integration of his successor and to provide support on legacy matters relating to his employment with the Company. During this consulting period, Mr. Walter will be paid a \$50,000 monthly retainer. In addition, in consideration for his assistance with transitioning responsibilities to Mr. Brondeau, the Board granted him a special restricted stock award of 20,000 units in February 2010 with a value on the date of grant of \$1,145,400, computed in accordance with FASB ASC Topic 718. These units became vested on September 30, 2010. Pursuant to his transition agreement, Mr. Walter also receives office space and administrative support until September 30, 2015, and financial planning and tax preparation services for tax years up to and including 2015 in an amount not to exceed \$25,000 annually. Finally, the Company supported Mr. Walter's charitable donations under the Company's matching gifts plan for employees during 2010.

There were no other 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 within the past three years between the Company and the organizations of which Mr. Volpe and Mr. D Aloia are executive officers, in the above section entitled Committees and Independence of Directors .

**Table of Contents****V. Security Ownership of FMC Corporation****Management Ownership**

The following table shows, as of December 31, 2010, 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. 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, 2010 FMC Common Stock	Percent of Class
Pierre Brondeau (1)	108,544	*
Patricia A. Buffler (2)	3,671	*
Theodore H. Butz (1)	118,122	*
G. Peter D Aloia (2)	25,283	*
W. Kim Foster (1)	106,736	*
C. Scott Greer (2)	18,519	*
Dirk A. Kempthorne (2)	2,344	*
Edward J. Mooney (2)	6,970	*
Paul J. Norris (2)	11,698	*
Robert C. Pallash (2)	5,666	*
Enrique J. Sosa (2)	6,556	*
Milton Steele (1)	199,466	*
Vincent R. Volpe, Jr. (2)	5,409	*
D. Michael Wilson (1)	111,365	*
All current directors, nominees and executive officers as a group (1)(2)	906,905	1.3%

\* Less than one percent of class

- (1) 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, 2010; (iii) shares of restricted stock and restricted stock units; and (iv) shares subject to options that are exercisable within 60 days of December 31, 2010. 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: 90,044 for Mr. Brondeau, 15,267 for Mr. Foster, 10,001 for Mr. Butz, 13,437 for Mr. Steele, and 16,001 for Mr. Wilson. Item (iv) includes options to purchase 38,239 shares for Mr. Foster; options to purchase 60,125 shares for Mr. Steele; options to purchase 63,335 shares for Mr. Butz; options to purchase 42,439 shares for Mr. Wilson; and options to purchase 246,497 shares for all current executive officers as a group.
- (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, 2,088; Mr. D Aloia, 1,378; Mr. Greer, 1,378; Mr. Kempthorne, 404; Mr. Mooney, 3,435; Mr. Norris, 11,698; Mr. Pallash, 5,666; Mr. Sosa, 1,382; and Mr. Volpe, 4,046. 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.

**Table of Contents****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, 2010:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Capital World Investors 333 South Hope Street Los Angeles, CA 90071, USA	8,905,000 shares (1)	12.4%
FMR LLC 82 Devonshire Street Boston, MA 02109, USA	6,071,379 shares (2)	8.5%
BlackRock, Inc. 40 East 52 <sup>nd</sup> Street New York, NY 10022, USA	5,996,882 shares (3)	8.4%

- (1) Based on a Schedule 13G filing dated February 14, 2011, as of December 31, 2010, Capital World Investors had sole voting power and sole dispositive power as to all the shares.
- (2) Based on a Schedule 13G filing dated February 14, 2011, as of December 31, 2010, FMR LLC had sole voting power as to 372,350 of such shares and sole dispositive power as to all the shares.
- (3) Based on a Schedule 13G filing dated February 4, 2011, as of December 31, 2010, 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](http://www.fmc.com) under Corporate Governance. The Committee's membership is determined by the Nominating and Corporate Governance Committee. In 2010, the Committee met three times.

The Committee establishes total compensation for the chairman, 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. The CEO does not 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 NEOs listed in Column (a) of the Summary Compensation Table. 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 Annual

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Performance Incentive ( 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 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.

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 stockholders. 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.

The Committee believes its compensation philosophy and the various components of its executive compensation program, when viewed objectively, ensure the necessary balance between the interests of stockholders and the need to reward executives appropriately for both short and long term financial and operational performance. Stockholders are given the opportunity to have a say on pay with an advisory vote, the results of which will be studied by the Board and its compensation consultant. Changes, if any, will be incorporated into the executive compensation program, when feasible to do so.

### ***Compensation Consultant***

Meridian Compensation Partners LLC ( Meridian ) has been engaged by the Committee as its expert advisor on matters of executive compensation.

Meridian 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 stockholder interests.

FMC did not engage Meridian for any other consulting work in 2010.

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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 stockholders. 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 without inappropriate risk taking

Ensuring that the achievement of key financial goals and strategic objectives is financially rewarding for the NEO. The Committee believes that subjecting a significant percentage of total direct compensation ( TDC ) to performance conditions helps focus the executive on achieving key objectives that are important to delivering the performance expected by stockholders. 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 inappropriate risk taking or 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<sup>th</sup> 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 October 2009:

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

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

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### ***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 50<sup>th</sup> 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 35% of TDC for the position. Mr. Brondeau'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, which emphasizes pay-at-risk for executives who are chiefly responsible for delivering short and long term financial results for stockholders.

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.

Mr. Brondeau was hired January 1, 2010. Accordingly, he did not receive a salary review in 2010. The Committee approved the former CEO's recommendations for base salary increases for 2010 for Messrs. Foster, Steele, Butz and Wilson. Mr. Foster received a salary increase of 4.0%, Mr. Steele received a salary increase of 7.0%, Mr. Butz received a salary increase of 5.0%, and Mr. Wilson received a salary increase of 5.0%. (Salaries are set forth in Column (c) of the Summary Compensation Table.) These increases reflected the former CEO's assessment of the NEOs performance in the prior year in which they met or exceeded expectations for their major responsibility areas ( MRAs ). MRAs for the NEOs include, but are not limited to, the following: financial management, customer relations, strategic planning and business development, operational excellence, staffing and talent management, and performance management.

### ***Annual Incentive***

The Incentive Compensation and Stock Plan ( ICSP ), is a stockholder-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 50<sup>th</sup> 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 2010, the Annual Incentive comprises 19-22% (at target) of the NEOs' TDC. The Committee

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believes this percentage provides a meaningful incentive for short-term performance. All NEOs received an Annual Incentive payment for performance in 2010 (see footnote (2) to Column (g) of the Summary Compensation Table). In 2010, Mr. Brondeau 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 65% of base salary.

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 recommends to the Committee appropriate financial measure(s) for the corporation and each business unit. Actual BPI performance for the corporation and each business unit is reviewed and approved by the Committee following its review of year end financial results. Details concerning the specific BPI measures for each NEO in 2010 are provided in the section entitled Annual Incentive Awards in the narrative below 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 of 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 2010 are provided in the section entitled Annual Incentive Awards in the narrative below 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 stockholder value. The LTI target is based on position and is designed to deliver compensation at the 50<sup>th</sup> percentile of the Market. However, for better-than-Market performance, the LTI award can produce results that are above the LTI target. In 2010, the LTI award value for each NEO was delivered at the 50<sup>th</sup> percentile of the Market for each position. The Committee has broad discretion to approve the appropriate type(s) of LTI awards. For 2010, LTI compensation, at target, represents 43-47% of TDC for NEOs other than Mr. Brondeau. Mr. Brondeau's LTI is weighted at 57% of TDC. This higher percentage for the CEO reflects the importance of his role in developing long-term strategic direction that creates sustainable stockholder value.



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The Committee believes that LTI awards should compensate NEOs, in a meaningful way, for delivering sustainable long-term value to stockholders. 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.

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 stockholders. In 2010, 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 Company service 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 LTI equity awards (except for Key Manager Awards, which are subject to forfeiture upon retirement) 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. Further, with respect to cash awards, participants age 62 and over who are also eligible for early retirement will be entitled to receive a pro rata portion of the cash award upon retirement, payable in a lump sum at the end of the three-year period.

### *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.

#### Restricted Stock or Restricted Stock Units

In determining the amount of restricted stock or restricted stock 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.

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### Special Restricted Stock Grants (Key Manager Awards)

The Key Manager Award ( KMA ) is a restricted stock or restricted stock unit grant designed primarily as a recognition and retention program for outstanding management talent. While 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 vesting over four years with no acceleration upon retirement. However, the Committee may choose to vary the vesting period based on its retention goals for a particular KMA recipient. In all other respects KMAs have the same characteristics as the restricted stock or restricted stock unit used as part of the LTI award, except that they remain subject to forfeiture upon retirement. KMAs are recommended by the CEO. The Committee may recommend a KMA for the CEO for approval by the full Board.

During 2010, KMAs were granted to Messrs. Foster, Steele and Wilson for retention purposes. Given the Board's particular retention goals for Messrs. Foster and Steele, the tenure of Messrs. Foster and Steele and the Committee's recognition that they are already eligible for retirement under the Company's pension arrangements, the Committee specified that their KMAs would be subject to vesting over a two year period. Mr. Wilson's KMA is subject to vesting over a four year period, as is typical for most KMAs. These KMAs and their related values are listed in the Grants of Plan-Based Awards Table and the footnotes that follow it.

### *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 2010 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.

### *Awards Issued to Mr. Brondeau*

The Compensation and Organization Committee decided that Mr. Brondeau should participate in the 2008-2010 and 2009-2011 LTI award cycles on a partial basis, in recognition of his efforts during the portions of those award cycles in which he has been employed by the Company and to motivate his continued efforts for the remainder of those award cycles.

Had Mr. Brondeau been employed for the full award cycle, his target LTI award amount for each of these award cycles would have been \$2,500,000. If Mr. Brondeau is employed by the Company through December 31, 2011, he will have been employed through one-third and two-thirds of the 2008-2010 and 2009-2011 LTI award cycles, respectively. Accordingly, the Committee has issued LTI awards to Mr. Brondeau for these cycles valued at \$833,333 and \$1,666,666 respectively (i.e., one-third and two-thirds of the target LTI award amount for those periods). One-third of each of these awards was issued in the form of performance-based cash and two-thirds of each of these awards was issued as a number of restricted stock units. Mr. Brondeau will only be entitled to the LTI awards if he remains employed with the Company through the end of the relevant LTI award cycle and, in the case of the performance-based cash, only to the extent that the applicable Company performance goal is achieved. For performance-based cash, the performance goal of TSR in relation to a peer group was modified for each respective LTI award cycle, so that it is calculated only with respect to the period during the LTI award cycle that Mr. Brondeau is employed.

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### **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. 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 stockholders 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".

### **Pension Benefits**

All NEOs, except the CEO, are 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; and (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 2010 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.

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 16 of this proxy statement.

**Table of Contents****Executive Compensation Tables****Summary Compensation Table 2010**

Name and Principal Position	Year	Salary	Bonus	Awards	Awards	Non-Equity	Change	All Other	Total
						Incentive	In		
				Stock	Option	Plan	Pension	Compensation	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
PIERRE BRONDEAU	2010	900,000		5,549,437	894,152	2,238,556	0	179,956	9,762,101
President, Chief Executive Officer and Chairman of the Board	2009*								
	2008*								
W. KIM FOSTER	2010	571,463		491,933	255,119	929,348	949,268	55,342	3,252,473
Senior Vice President and Chief Financial Officer	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
MILTON STEELE	2010	492,200		437,642	200,190	874,721	856,151	55,734	2,916,638
Vice President, General Manager	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
THEODORE H. BUTZ (5)	2010	429,980		181,890	184,265	685,862	386,323	45,399	1,913,719
Vice President, General Manager	2009	422,931		163,450	165,165	349,886	382,136	107,478	1,591,046
	2008	406,971		175,445	180,789	435,834	72,712	113,786	1,385,537
D. MICHAEL WILSON	2010	429,980		662,010	184,265	833,709	236,135	48,879	2,394,978
Vice President, General Manager	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

\* Mr. Brondeau joined the Company on January 1, 2010.

(1) There were no forfeitures of any of these awards during 2010. 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 2008, 2009 and 2010. See Note (14) to the Consolidated Financial Statements contained in the Company's report on Form 10K for the year ended December 31, 2010 for the assumptions used in the valuations that appear in this column. The awards in

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column (e) are comprised of restricted stock units.

- (2) For 2010, 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 2010, for Mr. Brondeau, \$1,683,000; for Mr. Foster, \$543,748; for Mr. Steele, \$547,721; for Mr. Butz, \$358,862; and for Mr. Wilson, \$506,709; and (ii) with respect to the Performance-Based Cash component of the 2008-2010 Long-Term Incentive Award, for Mr. Brondeau, \$555,556 (pro-rated); for Mr. Foster, \$385,600; for Mr. Steele, \$327,000; for Mr. Butz, \$327,000; and for Mr. Wilson, \$327,000.
- (3) For 2010, 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 2010 and the narrative that follows.
- (4) For 2010, 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. Brondeau, 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. Brondeau \$26,200; for Mr. Foster, \$19,367; for Mr. Steele, \$24,788; for Mr. Butz, \$11,617; and for Mr. Wilson, \$11,426; (iii) with respect to Mr. Brondeau, \$45,000 representing the employer core contributions to the Qualified and Nonqualified Savings and Investment Plans of \$12,250 and \$32,750, respectively; (iv) with respect to dividends paid on unvested restricted stock and restricted stock units, for Mr. Brondeau, \$25,956; for Mr. Foster, \$6,271; for Mr. Steele, \$9,803; for Mr. Butz, \$11,610; and for Mr. Wilson, \$11,610. The amounts in this column also include the aggregate incremental costs for the following: for Mr. Brondeau, financial planning (\$25,000), personal use of the Company airplane (\$35,622), a golf club membership, and reserved parking; for Mr. Foster, executive long-term disability insurance, a golf club membership, and reserved parking; for Mr. Steele, financial planning and executive long-term disability insurance; for Mr. Butz, executive long-term disability insurance, reserved parking, and financial planning; and for Mr. Wilson, financial planning, executive long-term disability insurance, a golf club membership and reserved parking. 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.
- (5) Mr. Butz's service as an executive officer of the Company ceased on December 31, 2010, and his employment with the Company in all capacities ceased altogether on February 28, 2011. Pursuant to a transition agreement between the Company and Mr. Butz dated December 22, 2010, upon cessation of his employment, Mr. Butz became entitled to certain payments and benefits, including the following: (i) payments under the Company's performance-based cash incentive

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program based on actual corporate performance during the relevant performance periods, pro-rated in each case to reflect Mr. Butz's employment for less than the entire performance period; (ii) continued vesting of the stock option granted to Mr. Butz on February 19, 2009 until February 28, 2012; (iii) survival, until February 28, 2012, of any other stock options held by Mr. Butz to the extent vested as of February 28, 2011; and (iv) pro-rata vesting of any restricted stock units held by Mr. Butz to reflect his employment for less than the otherwise applicable vesting period. The payments and benefits received by Mr. Butz upon cessation of his employment with the Company are more fully described below, under the heading "Potential Payments Upon Termination or Change in Control - Theodore H. Butz".

The Summary Compensation Table lists all 2008, 2009, and 2010 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 2010**

Name (a)	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1) Threshold (\$) (c)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1) Target (\$) (d)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1) Maximum (\$) (e)	All Other Awards: Number of Shares of Stock (f)	All Other Awards: Number of Securities Underlying Options (g)	All Other Awards: Exercise Price of Option (h)	All Other Awards: Exercise Price of Option (i)	All Other Awards: Exercise Price of Option (j)	All Other Awards: Exercise Price of Option (k)	Grant Date Fair Value of Stock and Option Awards (\$) (l)
<b>Pierre Brondeau (2)</b>											
	N/A	0*	900,000*	1,800,000*							
	2/18/10	333,320**	833,300**	1,666,600**							
	12/16/10	111,111**	277,778**	555,556**							
	12/16/10	222,222**	555,555**	1,111,110**							
	1/01/10				53,803(5)						3,000,055
	2/18/10				15,412						882,645
	12/16/10				6,943						555,555
	12/16/10				13,886						1,111,111
	2/18/10					36,496	57.27				894,152
<b>W. Kim Foster</b>											
	N/A	0*	314,305*	628,610*							
	2/18/10	95,120**	237,800**	475,600**							
	2/18/10				4,398						251,873
	12/16/10				3,000(6)						240,060
	2/18/10					10,413	57.27				255,119
<b>Milton Steele</b>											
	N/A	0*	319,930*	639,860*							
	2/18/10	74,640**	186,600**	373,200**							
	2/18/10				3,450						197,582
	12/16/10				3,000(6)						240,060
	2/18/10					8,171	57.27				200,190
<b>Theodore H. Butz (3)</b>											
	N/A	0*	279,487*	558,974*							
	2/18/10	68,680**	171,700**	343,400**							
	2/18/10				3,176						181,890
	2/18/10					7,521	57.27				184,265
<b>D. Michael Wilson</b>											
	N/A	0*	279,487*	558,974*							
	2/18/10	68,680**	171,700**	343,400**							
	2/18/10				3,176						181,890
	12/16/10				6,000(6)						480,120
	2/18/10					7,521	57.27				184,265

(1) The actual amount of the Annual Incentive paid to the NEO with respect to 2010 is stated in footnote (2) to Column (g) of the Summary Compensation Table.

(2) On December 16, 2010, the Compensation and Organization Committee approved pro-rated LTI awards for Mr. Brondeau for the award periods 2008-2010 and 2009-2011. One third of each of these awards was in the form of performance-based cash and two-thirds of each of these awards was issued as

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restricted stock units. The award of 6,943 restricted stock units became vested at the end of the 2008-2010 cycle, and the award of 13,886 restricted stock units will vest at the end of the 2009-2011 cycle. Payment of the performance-based cash award with a target of \$277,778 with respect to the 2008-2010 cycle was based on a one-year (2010) calculation of TSR, and payment of the performance-based cash award with a target of \$555,555 with respect to the 2009-2011 cycle will be based on a two year (2010-2011) calculation of TSR. See discussion of Long Term Incentive Awards on page 37 of this proxy statement. The amount of performance-based cash



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paid to Mr. Brondeau with respect to the 2008-2010 performance period is disclosed above in the Non-Equity Incentive Plan Compensation column to the Summary Compensation Table and in the footnotes that follow.

- (3) Mr. Butz's service as an executive officer of the Company ceased on December 31, 2010, and his employment with the Company in all capacities ceased altogether on February 28, 2011. Accordingly, in connection with that cessation of employment, he was entitled to retain only a portion of the incentive awards shown in this table. See below under the heading "Potential Payments Upon Termination or Change in Control" Theodore H. Butz for a more detailed description of his rights upon his cessation of employment.
- (4) 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 for the 2010-2012 performance period, denoted by a double asterisk in this table, a zero payout is possible, with the first payout thereafter equal to .4 times the target; therefore the threshold shown represents that latter amount, although such amount is not a guaranteed amount. Please see the narrative below for further explanation of the awards and how they are calculated.
- (5) 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 our 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.
- (6) Represents the number of restricted stock units granted as Key Manager Awards. These awards vest four years following the date of grant for Mr. Wilson, and two years following the date of grant for Messrs. Foster and Steele, in each case provided the employee remains employed through that date. Each of the awards contained in the Grants of Plan-Based Awards Table above are granted under the Incentive Compensation and Stock Plan (ICSP), which is administered by the Compensation and Organization Committee (the Committee), in accordance with principles set forth in the Compensation Discussion and Analysis. The ICSP provides for annual, as well as long-term incentive awards. The material terms of these awards are as follows:

**Table of Contents****Annual Incentive Awards**

The Annual Incentive, represented by the values marked with a single asterisk (\*) in the table above, is a cash award comprised of two components, a Business Performance Incentive ( BPI ) and an Annual Performance Incentive ( API ). The BPI is a financial measure focused on key performance objectives such as net income, earnings before interest and taxes ( EBIT ) and working capital. In 2010, the approved BPI measure for Messrs. Brondeau and Foster was net income from continuing operations. Also, Messrs. Steele, Wilson and Butz each had 20% of their BPI target based on this same measure. The balance of their BPI target was based on business unit EBIT and working capital results, as appropriate. Where working capital is used as a BPI measurement, it carries a weight of 20-25% of the business unit BPI. The corporate net income target for 2010 was \$317 million. Messrs. Butz, Steele and Wilson had BPI measures of EBIT growth for each of the businesses reporting to them and working capital management for some of these businesses. The approved BPI measures for each NEO, the BPI targets for each NEO (with the exception of the working capital targets for both Mr. Butz and Mr. Steele) and the weighting of each component of BPI are described below in the Business Performance Incentive Table.

**Business Performance Incentive Table 2010**

Name	BPI Components	Target Performance (1)	Actual Results(2)	Percent of BPI Target	BPI Rating Component	Overall BPI Rating
Pierre Brondeau	Net Income from Continuing Operations	\$ 317.0M	\$ 355.0M	100%	1.95	1.950
W. Kim Foster	Net Income from Continuing Operations	\$ 317.0M	\$ 355.0M	100%	1.95	1.950
Milton Steele						
Corporate	Net Income from Continuing Operations	\$ 317.0M	\$ 355.0M	20%	1.95	
Agricultural Products	EBIT	\$ 290.0M	\$ 308.8M	60%	1.94	
	Working Capital			20%	1.45	1.846
Theodore H. Butz						
Corporate	Net Income from Continuing Operations	\$ 317.0M	\$ 355.0M	20%	1.95	
Specialty Chemicals	EBIT	\$ 184.0M	\$ 187.2M	64%	1.14	
	Working Capital			16%	1.41	1.342
D. Michael Wilson						
Corporate	Net Income from Continuing Operations	\$ 317.0M	\$ 355.0M	20%	1.95	
Industrial Chemicals	EBIT	\$ 90.3M	\$ 120.7M	80%	2.00	1.990

- (1) The target performance signifies performance that will yield a BPI rating of 1.0.
- (2) The levels of these BPI measures may differ from the amounts reported in our financial statements because the BPI measures are adjusted to exclude gains or losses attributable to (1) certain extraordinary and/or non-recurring events (such as business acquisitions or dispositions or business restructuring charges), and (2) certain other items not reflective of operating performance (such as the impact of changes in currency exchange rates or changes in accounting principles). In 2010, however, these adjustments did not materially affect the amount of any NEO's Annual Incentive Award.

This information is both confidential and competitively sensitive and is therefore not disclosed.

While we have not disclosed the target and actual levels of certain BPI objectives marked with a single cross ( ) in the table above, these BPI objectives, like all of our BPI objectives, were set such that the relative difficulty of achieving the performance levels was consistent with prior years: that is, the target level was designed to have a 50% probability of achievement, with a significantly greater than 50% probability of achieving a payout below target. Results achieved above target would require extraordinary efforts and result in a payout above target. During the period covered by the Summary

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Compensation Table, performance levels achieved have been at target, below target and above target, depending on the business units in question.

The API generally consists of a set of non-financial objectives specific to each NEO. The CEO's 2010 APIs, as approved by the Committee, included objectives relating to safety and security, people, strategy, operational matters, and managing external relationships. Mr. Brondeau's principal accomplishments against these objectives which formed the basis for his API rating set forth in the Annual Incentive Calculation Table below include: increasing safety awareness throughout the Company, and reducing recordable incidents and major process safety incidents by 20% and 67% respectively; retaining and strengthening the senior executive leadership team; putting in place a well-received five year plan (Vision 2015), which includes a growth strategy for rapidly developing economies; delivering strong operational results and stock performance; restructuring the procurement function, which has positioned the Company to achieve significant savings; and restructuring Foret to eliminate unprofitable businesses. In addition, the CEO established API measures and objectives unique to each NEO as set forth below.

Mr. Foster's APIs consisted of four objectives relating to strategy, increasing analyst coverage and broadening the investor base, meeting various financial targets, and talent management. The principal accomplishments against these objectives which formed the basis for the API rating set forth in the table below include: considerable time and effort assisting with the development of Vision 2015; significantly increasing the number of analysts covering the Company and adding important new investors; meeting or exceeding nearly all financial targets, including tax planning initiatives and pension funding strategy; progress in developing the financial organization; and stock performance in the top quartile as compared with peers.

Mr. Butz's APIs consisted of four objectives in the areas of health, safety and environmental performance; revenue growth; strategic initiatives; and talent development. Mr. Butz's principal accomplishments against these objectives which formed the basis for the rating set forth in the table below include: reducing the number of major process safety incidents; significant revenue growth versus the preceding year; leading the Vision 2015 effort and developing strategic initiatives for the biopolymer and lithium divisions; and executing on several developmental personnel moves and new hires, thereby increasing the segment's bench strength.

Mr. Steele's APIs consisted of four objectives related to the Agricultural Products business segment. These objectives consisted of: developing the business's strategy for sales and profit growth, implementing certain existing strategic initiatives, and reviewing market access and product innovation strategies; focusing on certain operational matters, including improving working capital, leveraging SG&A spending, and meeting certain regulatory challenges; people and leadership development, including succession planning and preparation of development plans; and safety, including improving safety performance and maintaining the segment's strong emphasis on safety behaviors, community responsibility, and product stewardship. Mr. Steele's principal accomplishments against these objectives which formed the basis for the API rating set forth in the table below include: restructuring the segment to focus on five key growth initiatives (product and market innovation, global cost-competitiveness, strategic alliances, expanding product lines and expansion into adjacent spaces) and developing focused plans to pursue these initiatives consistent with Vision 2015, continuing to build on a promising strategic relationship, and implementing a global demand and supply planning process; improving working capital metrics and achieving reinstatement of Furadan import tolerances; advancing development programs for key talent and enhancing the segment's succession bench strength; and creation of the APG Sustainability Council. The segment achieved its seventh consecutive record sales and EBIT performance, and on a relative basis, outperformed most competitors in the industry. The segment's total recordable incident rate is within the top quartile of performance for American Chemistry Council companies.

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Mr. Wilson's APIs consisted of five objectives. The first objective consisted of safety, operational, commercial and strategic performance across the segment's three divisions: Alkali Chemicals, Peroxygens, and Foret. The remaining objectives related to consolidating the peroxygens businesses into a single, global division; restructuring Foret; developing strategic initiatives for the segment; and leadership development. Mr. Wilson's principal accomplishments against these objectives which form the basis for the API rating set forth in the table below include: with respect to the performance of the Alkali Division, achieving a labor agreement at the Green River facility that meets Company objectives, addressing operational problems at the Green River facility, continued progress on the Behavior Based Safety initiative, increases in both product prices and volumes, and advances in strategic initiatives; with respect to the performance of the Peroxygens Division, reducing total recordable incidents, growing the environmental solutions platform, improving reliability and economics of hydrogen and steam sourcing, and making operational improvements at Bayport; and with respect to the performance of Foret, improving safety performance, executing on various operational initiatives, developing new applications, and executing on various strategic measures. With respect to the remaining objectives, Mr. Wilson also implemented a global peroxygens division, restructured Foret down to its profitable core, and developed strategic initiatives for the segment, including an environmental solutions platform, as part of Vision 2015.

The overall API rating for each NEO consists of a weighted average of the results of his rating on each of his individual API objectives, and the resulting weighted index yields an overall API rating between zero and 2.0. As discussed above, each NEO had numerous API objectives which generally were comprised of several components, and, in any given case, no individual API component was weighted to determine more than 12% of an NEO's total Annual Incentive award. Based on the evaluators' determinations, as described above, in 2010, Mr. Brondeau achieved an overall API rating of 1.75; Mr. Foster achieved a 1.40; Mr. Steele achieved a 1.40; Mr. Butz achieved a 1.15; and Mr. Wilson achieved a 1.40.

The weighting of the API and BPI components can vary from one business unit or functional area to another, reflecting the relative emphasis on business results vs. individual performance. Target payouts vary by position as a percentage of base salary. Specifically, in 2010, the Annual Incentive target for Mr. Brondeau was 100% of base salary, with a weighting of 60% BPI and 40% API. Mr. Foster's Annual Incentive target was 55% of base salary with a weighting of 60% BPI and 40% API. Each of the other NEOs had an Annual Incentive target of 65% of base salary with a weighting of 70% BPI and 30% API. By design, each NEO's maximum payment is limited to two times their Annual Incentive target.

The actual Annual Incentive amounts earned in 2010 by the NEOs appear in footnote (2) to Column (g) of the Summary Compensation Table. Annual Incentive calculations are provided in the table below for each NEO in 2010.

Annual Incentive Calculations 2010						
Name	(1)	(2)	(3)	(4)	(5)	(6)
	BPI Percent		API Percent			
	Of Target	Weighted BPI Rating	Of Target	API Rating	Target Incentive	Actual Incentive
Pierre Brondeau	60%	1.950	40%	1.75	\$ 900,000	\$ 1,683,000
W. Kim Foster	60%	1.950	40%	1.40	\$ 314,305	\$ 543,748
Milton Steele	70%	1.846	30%	1.40	\$ 319,930	\$ 547,721
Theodore H. Butz	70%	1.342	30%	1.15	\$ 279,487	\$ 358,862
D. Michael Wilson	70%	1.990	30%	1.40	\$ 279,487	\$ 506,709

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***Long-Term Incentive Awards***

*Stock Option Awards*

Stock options are a component of the LTI awards. They are nonqualified options which do not vest until the end of a prescribed period, which in general is approximately three years, at which time they vest in their entirety. The options have a term of ten years. Options are not transferable or assignable other than by will or the laws of descent in the event of death. Unvested options generally expire upon cessation of employment, except in certain circumstances. (See the section of this proxy statement entitled "Potential Payments Upon Termination or Change in Control" for additional detail on the treatment of options subsequent to the cessation of employment.)

*Restricted Stock or Restricted Stock Unit Awards*

Restricted stock or restricted stock unit awards, when used as a component of the LTI awards, generally vest after three years. The recipient is entitled to receive dividend payments at a non-preferential rate during this period of restriction. Once the restriction expires, the shares, less any shares used to satisfy statutory tax withholding obligations, become freely transferable by the NEO. Unvested restricted stock or restricted stock units are generally cancelled upon cessation of employment, except in certain circumstances. (See the section of this proxy statement entitled

"Potential Payments Upon Termination or Change in Control" for additional detail on the treatment of restricted stock subsequent to the cessation of employment.)

*Performance-Based Cash*

Performance-based cash is also used as a component of the LTI awards. The performance-based cash component of an LTI award covers a three year cycle and will be paid out at the end of such cycle, provided performance targets are met and the NEO remains an employee of the Company for the entire performance period, except where cessation of employment is due to a change in control, death, disability, retirement on or after the age of 62, or termination not for cause. (See "Potential Payments Upon Termination or Change in Control" for additional detail.)

For the three-year period covered by the performance-based cash component for the 2008-2010 award, payout is based on a Total Shareholder Return (TSR) measure, determined with reference to an industry comparator group comprised of approximately 50 companies identified by the Committee's independent executive compensation consultant. (This comparator group includes peer group companies used for purposes of compensation comparison, which are listed in the Compensation Discussion and Analysis, as well as other companies, so that there is a group large enough to enable meaningful and credible differentiation in performance.) TSR performance is calculated as a point-to-point measure from 2008-2010. In 2010, the Compensation and Organization Committee approved partial LTI awards for Mr. Brondeau for the award periods 2008-2010 and 2009-2011. (See Grants of Plan-Based Awards Table.) The performance-based cash component for Mr. Brondeau for the 2008-2010 partial award is based on a one year (2010) calculation of TSR and a two year (2010 and 2011) calculation of TSR for the 2009-2011 partial award, measured against the same peer group, and reflecting both his time as CEO and the corresponding performance for those periods.

The values marked with a double asterisk (\*\*) in the Grants of Plan-Based Awards Table are based on the Company achieving a relative performance measure of TSR at or above the 35<sup>th</sup> percentile (the threshold). For performance at the 35<sup>th</sup> percentile a payment equal to 40% of target will be made (no payment is made for performance at less than the 35<sup>th</sup> percentile). For performance at the 50<sup>th</sup> percentile (the target) a payout of one times target is made, and for performance at the 80<sup>th</sup> percentile or higher, a maximum payout of two times target is made.

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Details concerning the calculation of the payment for the 2008-2010 award cycle are set forth below:

**Total Shareholder Return Table 2008-2010**

Measurement Periods	TSR Performance	Rank in Peer Group	0.0	Target 1.0	2.0	TSR Rating
3 Year TSR 2008 - 2010	51.14%	82.60%	35.00%	50.00%	80.00%	2.00
1 Year TSR - 2010 (Partial for Mr. Brondeau)	41.60%	83.30%	35.00%	50.00%	80.00%	2.00

Thus, based on the TSR performance during the cycle, payment for this award period was approved by the Committee at 200% of target for Mr. Brondeau's one-year measurement period and 200% for the other NEOs three-year measurement period.

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**Outstanding Equity Awards At Fiscal Year-End Table 2010**

Name (a)	Option Awards					Stock Awards		Equity Incentive Plan Awards:	
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards:	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Shares or Units of Stock That Have Not Vested (\$)	Market Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	Equity Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
	(1)	(2)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Pierre Brondeau	0					6,943	544,676		
		36,496		57.27	2/18/2020	13,886	1,109,353		
						15,412	1,231,265		
						53,803	4,298,322		
W. Kim Foster	14,796			31.28	2/23/2016	3,658	292,238		
	12,526			37.39	2/15/2017	4,275	341,530		
		10,917		55.75	2/21/2018	3,000	239,670		
		10,721		44.44	2/19/2019	4,334	346,243		
		10,413		57.27	2/18/2020				
Milton Steele	12,622			18.98	2/26/2014	7,639	610,280		
	15,064			24.03	2/17/2015	3,101	247,739		
	12,554			31.28	2/23/2016	3,937	314,527		
	10,628			37.39	2/15/2017	3,000	239,670		
		9,257		55.75	2/21/2018	3,399	271,546		
		9,875		44.44	2/19/2019				
		8,171		57.27	2/18/2020				
Theodore H. Butz(4)	15,832			18.98	2/26/2014	13,000	1,038,570		
	15,064			24.03	2/17/2015	3,147	251,414		
	12,554			31.28	2/23/2016	3,678	293,835		
	10,628			37.39	2/15/2017	3,176	253,731		
		9,257		55.75	2/21/2018				

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	9,090	44.44	2/19/2019		
	7,521	57.27	2/18/2020		
D. Michael Wilson					
	10,000	24.03	2/17/2015	13,000	1,038,570
	12,554	31.28	2/23/2016	3,147	251,414
	10,628	37.39	2/15/2017	3,678	293,835
	9,257	55.75	2/21/2018	3,176	253,731
	9,090	44.44	2/19/2019	6,000	479,340
	7,521	57.27	2/18/2020		

- (1) For the awards with an expiration date of 2/26/2014, the vesting date was 2/26/2007; for the awards with an expiration date of 2/17/2015, the vesting date was 2/17/2008; for the awards with an expiration date of 2/23/2016, the vesting date was 2/23/2009; and for the awards with an expiration date of 2/15/2017, the vesting date was 2/15/2010.
- (2) For the awards with an expiration date of 2/21/2018, the vesting date was 2/21/2011; for the awards with an expiration date of 2/19/2019, the vesting date is 2/19/2012; and for the awards with an expiration date of 2/18/2020, the vesting date is 2/18/2013.
- (3) With respect to Mr. Brondeau's award of 6,943 shares, Mr. Foster's award of 3,658 shares, Mr. Steele's award of 3,101 shares, and Mr. Butz and Mr. Wilson's awards of 3,147 shares, the vesting date was 2/21/2011. With respect to



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Mr. Brondeau's award of 13,886, Mr. Foster's award of 4,275 shares, Mr. Steele's award of 3,937 shares, and Mr. Butz and Mr. Wilson's award of 3,678 shares, the vesting date is 2/19/2012. With respect to Mr. Steele's award of 7,639 and Mr. Wilson's awards of 13,000 shares, the vesting date was 2/15/2011. With respect to Mr. Butz's award of 13,000 shares, the vesting date is 8/16/2011. With respect to Mr. Foster and Mr. Steele's award of 3,000 shares, the vesting date is 12/16/2012. With respect to Mr. Brondeau's award of 53,803 shares, the vesting date is 1/1/2013. With respect to Mr. Brondeau's award of 15,412 shares, Mr. Foster's award of 4,334 shares, Mr. Steele's award of 3,399 shares, and Mr. Butz and Mr. Wilson's awards of 3,176 shares, the vesting date is 2/18/2013. With respect to Mr. Wilson's award of 6,000 shares, the vesting date is 12/16/2014.

- (4) Mr. Butz's service as an executive officer of the Company ceased on December 31, 2010, and his employment with the Company in all capacities ceased altogether on February 28, 2011. Accordingly, in connection with that cessation of employment, he was entitled to retain only a portion of the incentive awards shown on this table. See below under the heading "Potential Payments Upon Termination or Change in Control" Theodore H. Butz for a more detailed description of his rights upon his cessation of employment.

**Option Exercises And Stock Vested Table 2010**

Name (a)	Option Awards Number of		Stock Awards	
	Shares Acquired On Exercise	Value Realized On Exercise	Number of Shares Acquired On Vesting	Value Realized On Vesting
	(#) (b)	(\$) (c)	(#) (d)	(\$) (e)
Pierre Brondeau	0	0	0	0
W. Kim Foster	0	0	4,772	265,705
Milton Steele	0	0	9,610	545,341
Theodore H. Butz	64,460	4,309,123	4,050	225,504
D. Michael Wilson	10,708	636,191	4,050	225,504

**Pension Benefits Table 2010**

Name (a)	Plan Name (b)	Number	Present	
		Of Years Credited Service (#)(1) (c)	Value of Accumulated Benefit (\$) (d)	Payments During Last Fiscal Year (\$) (e)
Pierre Brondeau	Qualified Plan			
	Nonqualified Plan			
W. Kim Foster	Qualified Plan	32.3	1,218,185	0
	Nonqualified Plan	32.3	5,325,252	0
Milton Steele	Qualified Plan	33.4	1,246,050	0
	Nonqualified Plan	33.4	4,677,965	0
Theodore H. Butz(2)	Qualified Plan	19.5	433,208	0
	Nonqualified Plan	19.5	1,135,506	0
D. Michael Wilson	Qualified Plan	13.2	235,821	0

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Nonqualified Plan	13.2	609,981	0
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- (1) All credited years of service are the actual years of service under the relevant plan.
- (2) In accordance with SEC rules, the Pension Benefits Table 2010 shows the actuarial present value of Mr. Butz's accumulated benefit under the applicable plan, assuming normal retirement. However, Mr. Butz's employment with the Company ceased on February 28, 2011, and in connection with cessation of his employment, Mr. Butz became entitled to enhanced early retirement benefits. See below under the heading "Potential Payments Upon Termination or Change in Control - Theodore H. Butz" for a more detailed description of these enhanced benefits.

### **Pension Plans**

The FMC Salaried and Nonunion Hourly Employees Retirement Plan (the "Qualified Plan") is a non-contributory defined benefit plan that is intended to meet the requirements of Section 401(a) of the

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Internal Revenue Code of 1986, as amended (the IRC), as a tax-qualified plan. All NEOs participate in this plan with the exception of the CEO who is not eligible to participate as the plan is closed to employees hired on or after July 1, 2007.

Under the Qualified Plan, an employee's pension benefit is calculated based on credited company service and a final average year earnings (FAYE) formula, and the annual benefit payable is subject to a statutory cap of \$195,000 for 2010 (pensionable earnings cap). FAYE is determined using earnings from the highest 60 consecutive months out of the last 120 calendar months that immediately precede the employee's retirement date. Eligible compensation includes base salary (see Column (c) of the Summary Compensation Table), Annual Incentive pay (see footnote (2) to Column (g) of the Summary Compensation Table) and certain other performance payments and is subject to a statutory cap of \$245,000 for 2010 (total earnings cap). However, not included are stock option gains, other equity awards and long-term performance-based cash.

Normal retirement age is 65. Benefits at normal retirement are calculated using the formula described below.

The retirement formula is 1.0% of FAYE up to the Social Security covered compensation base plus 1.5% of FAYE in excess of the Social Security covered compensation base times years of credited service (up to 35 years) plus 1.5% of FAYE times years of credited service in excess of 35. The actual benefit amount depends on the form of payment selected by the employee, i.e. individual life annuity, joint and survivor annuity or level income option. All benefits under the Qualified Plan are paid as an annuity. The amounts reflected for the Qualified Plan in the Pension Table are actuarial present values of the single life annuity that would be payable at age 62 which is the earliest age an NEO can retire without a benefit reduction. There is no Social Security offset.

Early retirement is defined as retirement from active service when an employee reaches age 55 with a minimum of ten years credited service. Messrs. Foster and Steele meet the age and service requirements to qualify for early retirement benefits as of December 31, 2010. Employees who elect early retirement receive an actuarially reduced pension. This reduction is 4% per year for each year prior to age 62. The maximum reduction is 28% (62-55 x .04) of the age 65 benefit calculation. At age 62 and older with a minimum of ten years credited service, there is no actuarial reduction in the benefit. Messrs. Foster and Steele, having attained the requisite age and service requirements, would experience no actuarial reduction in their pension. The IRC limits the annual benefits that may be paid from a tax-qualified retirement plan as noted above, and the compensation that may be taken into account in calculating those benefits. The Company has adopted supplemental arrangements to restore the benefits earned under the qualified plan formula described above, but which could not be paid under the Qualified Plan due to the IRC limits.

The Salaried Employees Equivalent Plan (the Nonqualified Plan) is a non-contributory retirement restoration plan. This plan represents an unfunded liability and all amounts listed in the table above are unsecured and therefore not guaranteed to be fully paid in the event of the Company's insolvency or bankruptcy. All NEOs, other than the CEO, are participants in the Nonqualified Plan. These supplemental benefits are calculated using the same formula described above without regard to the IRC limits, less amounts payable under the Qualified Plan. The Nonqualified Plan amounts reflected in the Pension Benefits Table above are paid in a lump sum, six months following the employee's retirement. There is no annuity option.

Actuarial assumptions used to determine the present value of the accumulated benefits under the Qualified Plan and Nonqualified Plan as of December 31, 2010 are as follows:

Present value of Qualified Plan benefit calculated as amount payable at the first unreduced age using 12/31/10 FAS87 disclosure assumptions (5.4%, RP2000CH projected to 2011) and reflecting discounting of present value back to 12/31/10 using FAS87 interest only (5.4%)

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Present value of Nonqualified Plan benefit calculated as amount payable at first unreduced age using 12/31/10 FAS87 lump sum assumptions (3.9%, 417e2011) and reflecting discounting of present value back to 12/31/10 using FAS87 interest only (5.4%)

**Nonqualified Deferred Compensation Table 2010**

Name	Executive	Registrant	Aggregate	Aggregate	Aggregate
	Contributions in Last FY (\$)(1)	Contributions in Last FY (\$)(2)	Earnings in Last FY (\$)(d)	Withdrawals/ Distributions (\$)(e)	Balance at Last FYE (\$)(3)
(a)	(b)	(c)	(d)	(e)	(f)
Pierre Brondeau	45,000	58,950*	7,450		111,400
W. Kim Foster	28,573	19,367	406,657		1,659,838
Milton Steele	43,235	24,788	1,033,968		3,656,864
Theodore H. Butz	17,199	11,617	167,453		694,389
D. Michael Wilson	47,298	11,425	451,063		2,630,361

\* In addition to the Company's matching contribution of \$26,200, Mr. Brondeau received nonqualified employer core contributions of 5% of compensation for his eligible earnings in excess of \$245,000, in lieu of his participation in the Qualified and Nonqualified Plans which is not available to employees hired after July 1, 2007. The amount of the 5% contribution was \$32,750.

- (1) The amounts listed in this column are reported as compensation in the amounts stated in Column (c), Salary, of the Summary Compensation Table.
- (2) The amounts listed in this column are reported as compensation in the amounts stated in Column (i), All Other Compensation, of the Summary Compensation Table.
- (3) The amounts listed in this column include the following amounts which were reported in the Summary Compensation Table in previous years: for Mr. Brondeau, \$0, for Mr. Foster, \$272,163; for Mr. Steele, \$892,809; for Mr. Butz, \$154,471; and for Mr. Wilson, \$1,572,056, plus earnings on those amounts.

The FMC Nonqualified Savings and Investment Plan (the Nonqualified Savings Plan) is a voluntary deferred compensation plan available to employees whose annual compensation exceeds \$140,000. The Nonqualified Savings Plan mirrors the FMC Corporation Savings and Investment Plan (the Qualified Savings Plan), which is a tax-qualified savings plan under Section 401(k) of the IRC.

Participants in the Qualified Savings Plan are subject to certain contribution and earnings limits set under Sections 402(g) and 401(a)(17) of the IRC. The Nonqualified Savings Plan is used to facilitate the continuation of these contributions beyond the limits allowed under the Qualified Savings Plan. Employees may defer 1% to 50% of their base salaries and up to 100% of their annual incentive compensation. In 2010, the Company's matching contribution under both plans was 80% of the amount deferred up to a maximum of 5% of eligible earnings, i.e. base salary and annual incentive paid in fiscal year 2010. In addition to the Company's matching contribution, employees hired after July 1, 2007, who are not eligible to participate in the Qualified and Non-Qualified Plans, are entitled to receive employer core contributions under both the Qualified and Non-Qualified Savings Plans of 5% of eligible earnings.

Compensation deferred under the Nonqualified Savings Plan is deemed invested by the participant in his or her choice of more than 20 investment choices offered to all participants. All investments, except for the FMC Stock Fund, are mutual funds, and all investments may be exchanged by the participant at any time. Earnings on investments are market earnings. There are no programs or provisions for guaranteed rates of return. Distributions under the Nonqualified Savings Plan must occur at the earlier of separation of service plus six months or at a designated time or interval set by the participant. Distributions may be in lump sum or installments as determined by the participant's distribution election.

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The Nonqualified Savings Plan is subject to certain disclosure and procedural requirements of ERISA, but as a top hat plan is not subject to the eligibility, vesting, accrual, funding, fiduciary responsibility and similar requirements of ERISA. This plan represents an unfunded liability and all amounts listed in the table above are unsecured and therefore not guaranteed to be fully paid in the event of the Company's insolvency or bankruptcy.

**Table of Contents****Potential Payments Upon Termination or Change in Control**

***Change in Control Not Involving a Termination*** In the event of a change in control (as described below) of the Company not accompanied by the termination of an NEO's employment, the NEO's unvested LTI awards (restricted stock and restricted stock units, stock options, and performance-based cash components) and KMAs (restricted stock or restricted stock units) immediately vest. The market values for each NEO's unvested restricted stock, restricted stock units and stock option awards as of year-end 2010 are set forth in the relevant section of Column (b) of the table below. A value for each NEO's unvested performance-based cash component as of year-end 2010 is also set forth in the relevant section of Column (b) of the table below, calculated as provided in footnote (11) to the table. In addition, if, upon a change in control, the NEO's Annual Incentive is not yet fully earned and calculable, the Compensation and Organization Committee (the "Committee") will determine the amount to be paid, which payment shall be made in a lump sum and shall not exceed the maximum payout for such Annual Incentive. As of December 31, 2010, each NEO's 2010 Annual Incentive would already have been fully earned; such amounts are set forth in footnote (2) to Column (g) of the Summary Compensation Table.

***Change in Control Involving a Termination*** Under Executive Severance Agreements in effect in 2010 with each of the NEOs, if a change in control (as described below) of the Company occurs and if, within two years of that change of control, the employment of an NEO is terminated without cause or an NEO voluntarily terminates his employment because his duties, location, salary, compensation or benefits were substantially changed or reduced, then, in addition to the benefits described in the preceding paragraph, the NEO would be entitled to the other payments or benefits set forth in Column (b) of the table below. If all or any part of the benefits set forth in Column (b) are then subject to an excise or similar tax under Section 4999 of the IRC, the Company would pay to the NEO (other than the CEO) an additional cash amount to cover all such excise taxes. The CEO is not entitled to an additional cash payment to cover any excise taxes.

In general, the following are considered to be a change in control: (a) a third party's acquisition of twenty percent or more of the Company's Common Stock; (b) a change in the majority of the Board of Directors; (c) completing certain reorganization, merger, or consolidation transactions or a sale of all or substantially all of the Company's assets; or (d) the complete liquidation or dissolution of the Company.

***Termination not for Cause Under Executive Severance Guidelines*** The Company maintains Executive Severance Guidelines as approved and adopted by the Committee regarding the termination of NEOs and the payment of benefits to an NEO who is terminated for reasons other than death, disability, retirement, change in control or for cause. In the event of such a termination covered by the Guidelines, and subject to the discretion of the Committee, the NEO would be entitled to the payments or benefits set forth in Column (c) of the table below. Deviations from the Guidelines must be reviewed and approved by the Committee. Any NEO receiving payments or benefits pursuant to the Guidelines must sign a non-solicitation, non-compete and confidentiality agreement as a condition to the payment of any benefit under the Guidelines.

***Termination in the Event of Retirement*** The table below also describes the benefits that an NEO would have received had he retired on December 31, 2010, provided such NEO were eligible to retire as of such date.

***Termination Under Certain Other Circumstances***

***Death or Disability*** In the event of termination upon death or disability, an NEO is eligible for benefits in programs available to US salaried employees generally, as well as a supplemental disability benefit (in the event of disability) and a surviving spouse benefit under the nonqualified deferred compensation

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plan (in the event of death). The supplemental disability benefit is an insured product intended to provide NEOs with additional disability benefits above the benefit level provided under the Company's group disability plan. The supplemental plan, in conjunction with the Company's group plan, will yield up to 70% of an NEO's annual salary with a maximum monthly benefit of \$25,000. In addition, such NEO's outstanding unvested equity awards (restricted stock, restricted stock units and stock options) would vest immediately, with the stock option awards expiring no later than five years after such death or disability. The market value for each NEO's unvested restricted stock, restricted stock units and stock option awards as of year-end 2010 is set forth in the relevant section of Column (b) of the table below. Further, any outstanding performance-based cash awards would remain in force, with payment contingent upon the applicable performance measures being met. A value for each NEO's unvested performance-based cash component as of year-end 2010 is also set forth in the relevant section of Column (b) of the table below, calculated assuming a payout at target.

**Resignation or Termination for Cause** In the event of the resignation of an NEO or termination for cause, all outstanding unvested equity awards (restricted stock, restricted stock units and stock options) and performance-based cash awards would be cancelled. If the NEO is terminated for cause, the vested stock option awards would expire immediately.

**Table of Contents****Potential Payments Upon Termination or Change in Control**

Benefit and Name	Change in Control		
	Involving a Termination	Executive Severance Guidelines	Retirement (3)
(a)	(b)	(c)	(d)
<b>Base Salary and Annual Incentive</b>	(1)	(2)	N/A
Pierre Brondeau	\$ 5,400,000	\$ 1,800,000	
W. Kim Foster	\$ 3,351,144	\$ 888,615	
Milton Steele	\$ 3,119,763	\$ 812,130	
D. Michael Wilson	\$ 2,852,361	\$ 732,729	
<b>Transition Benefits (4)</b>			N/A
Pierre Brondeau	\$ 126,538	\$ 126,538	
W. Kim Foster	\$ 95,125	\$ 95,125	
Milton Steele	\$ 87,327	\$ 87,327	
D. Michael Wilson	\$ 82,700	\$ 82,700	
<b>Restricted Stock/Units</b>	(5)	(6)	
Pierre Brondeau	\$ 7,193,615	\$ 2,699,252	N/A
W. Kim Foster	\$ 1,219,681	\$ 580,894	\$ 980,011 (7)
Milton Steele	\$ 1,683,762	\$ 933,897	\$ 833,812 (7)
D. Michael Wilson	\$ 2,316,890	\$ 1,223,147	N/A
<b>Stock Options</b>	(8)	(9)	
Pierre Brondeau	\$ 825,540	\$ 0	N/A
W. Kim Foster	\$ 879,138	\$ 263,536	\$ 879,138 (10)
Milton Steele	\$ 758,361	\$ 223,464	\$ 758,361 (10)
D. Michael Wilson	\$ 715,830	\$ 223,464	N/A
<b>Performance-Based Cash Component</b>	(11)	(12)	
Pierre Brondeau	\$ 1,666,633	\$ 833,322	N/A
W. Kim Foster	\$ 629,200	\$ 404,467	\$ 404,467 (12)
Milton Steele	\$ 533,000	\$ 347,633	\$ 347,633 (12)
D. Michael Wilson	\$ 503,600	\$ 333,000	N/A
<b>Health Benefits</b>	(13)	(14)	N/A
Pierre Brondeau	\$ 45,208	\$ 13,845	
W. Kim Foster	\$ 76,019	\$ 13,846	
Milton Steele	\$ 56,459	\$ 9,038	
D. Michael Wilson	\$ 53,263	\$ 13,556	
<b>Pension Enhancement</b>	(15)		N/A
Pierre Brondeau	\$ 0	N/A	
W. Kim Foster	\$ 612,835	N/A	
Milton Steele	\$ 541,833	N/A	
D. Michael Wilson	\$ 132,676	N/A	
<b>Excise Tax Gross Up</b>		N/A	N/A
Pierre Brondeau	\$ 0		
W. Kim Foster	\$ 0		
Milton Steele	\$ 0		
D. Michael Wilson	\$ 0		
<b>Total</b>			
Pierre Brondeau	\$ 15,257,534	\$ 5,472,958	N/A
W. Kim Foster	\$ 6,863,142	\$ 2,246,483	\$ 2,263,616
Milton Steele	\$ 6,780,504	\$ 2,413,489	\$ 1,939,806
D. Michael Wilson	\$ 6,657,319	\$ 2,608,595	N/A

(1) With respect to base salary and annual incentive, the amount shown is equal to three times the sum of base salary plus annual incentive, calculated by using the higher of the target annual incentive award or the average of the actual annual incentive awards in the previous two years.

(2) With respect to base salary and annual incentive, the amount shown is equal to the sum of 12 months of base salary plus target annual incentive, except that for Mr. Brondeau, the amount is equal to 24 months of base salary.





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- (3) On December 31, 2010, Messrs. Foster and Steele would be eligible for early retirement with an unreduced pension benefit (for those age 62 and older with ten years credited service). Messrs. Brondeau and Wilson would not be eligible to retire.
- (4) The transition benefits consist of outplacement (\$40,000), earned and accrued vacation (assuming one year's entitlement accrued).
- (5) The amount shown is the market value of the unvested restricted stock/units based on the stock price on December 31, 2010.
- (6) A prorated number of shares in respect of unvested restricted stock/unit awards vests based on the amount of time left in the vesting period as of the date of termination and the amount shown is the market value of these restricted stock/units based on the stock price on December 31, 2010.
- (7) Upon normal retirement or early retirement at age 62 or older, all unvested restricted stock/units remain in force, except unvested Key Manager Awards, which are cancelled. The amount shown is the market value of the unvested restricted stock/units based on the stock price at December 31, 2010. Only Messrs. Foster and Steele were eligible for such early retirement as of December 31, 2010.
- (8) All unvested options vest immediately upon a change in control. The amount shown is the market value of the unvested stock options based on the difference between the exercise price and the stock price at December 31, 2010. Please note, however, that the ultimate value of the foregoing options will depend on the stock price on the date of exercise.
- (9) The NEO has the right to retain stock options that would have vested on their own terms within one year from the date of termination, with the right to exercise such options until twelve months after they vest, as well as the right to exercise vested options until twelve months after termination. The amount shown is the market value of these unvested options based on the difference between the exercise price and the stock price at December 31, 2010. Please note, however, that the ultimate value will depend on the stock price on the date of exercise.
- (10) Upon normal retirement or early retirement at age 62 or older, all unvested options remain in force. Vested options, as well as any unvested options, remain exercisable until the earlier of the expiration date or five years following retirement. The amount shown is the market value of the outstanding unvested stock options based on the difference between the exercise price and the stock price at December 31, 2010. Please note, however, that the ultimate value will depend on the stock price on the date of exercise.
- (11) The unvested performance-based cash is payable in a lump sum assuming a payout at target.
- (12) Upon termination under the Executive Severance Guidelines, normal retirement, or early retirement at age 62 or older, a prorated portion of the performance-based cash awards vests. The value for this prorated portion is determined by the period of time left in the three year cycle as of the date of termination, illustrated above assuming a payout at target. In both cases this amount will be paid in a lump sum after the end of the normal three year cycle.
- (13) Welfare benefits of health care, life insurance and disability insurance continue for three years. The amounts shown are the estimated cost to the Company for such benefits during the period.
- (14) Health care benefits continue for 12 months. The amounts shown are the estimated cost to the Company for such benefits during the period.
- (15) Three additional age/service years are credited under the Nonqualified Plan. The amounts shown are valued on an early retirement basis in cases where the NEO is not yet eligible for normal retirement.

In addition to the foregoing, each NEO would retain his vested options set forth in Column (b) of the Outstanding Equity Awards at Fiscal Year-End Table 2010, subject to the expiration provisions set forth in footnotes (8-10) above. Each NEO would also be paid his Annual Incentive for 2010 (see footnote (2) to Column (g) of the Summary Compensation Table), and the aggregate benefits accrued by the NEO in the

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nonqualified defined contribution plan set forth in Column (f) of the Nonqualified Deferred Compensation Table, payable in a lump sum or installments commencing six months after cessation of employment, or at a designated time or interval specified by the NEO. Further, the NEO would be entitled to his accumulated benefit under the nonqualified defined benefit plan, payable in a lump sum at the later of six months after cessation of employment or attainment of age 55. For Messrs. Foster and Steele, who are eligible for early retirement with an unreduced pension benefit, the present value of their benefits as of December 31, 2010 (assuming cessation of employment as of December 31, 2010 and payment in a lump sum) is \$5,175,989 for Mr. Foster and \$4,548,568 for Mr. Steele. For Mr. Wilson, who is not currently eligible for early retirement, the present value of his benefit, as of December 31, 2010 (assuming cessation of employment on December 31, 2010 and payment of the lump sum upon attainment of age 55) is \$398,145. These are the same nonqualified pension benefits disclosed above in the table entitled Pension Benefits Table 2010 . The amounts described in this paragraph differ from the present values reflected in Column (d) of the Pension Benefits Table because, under applicable SEC rules, the Pension Benefits Table values are calculated using different interest rates and without regard to early retirement adjustments otherwise applicable under the plan.

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**Table of Contents*****Theodore H. Butz***

On December 22, 2010, the Company entered into a Transition Agreement with Mr. Butz, pursuant to which Mr. Butz's employment with the Company ceased on February 28, 2011. Pursuant to this agreement and consistent with the Company's Executive Severance Guidelines, following cessation of his employment, Mr. Butz received, or will receive, the following payments and benefits: (i) a cash lump-sum severance payment in the amount of \$732,729, which is equal to his 2010 base salary and 2010 target bonus, payable on March 15, 2011; (ii) continued group health coverage for Mr. Butz and his eligible dependents for one year (\$13,846); (iii) payments under the Company's performance-based cash incentive program, based on actual performance during the relevant performance periods, pro-rated in each case to reflect Mr. Butz's employment for less than the entire performance period, and paid within two and one-half months following the end of the applicable performance period (\$188,394 assuming a payout at target); (iv) continued vesting, until February 28, 2012, of the stock option granted to Mr. Butz on February 19, 2009, which will remain exercisable until February 19, 2013 (valued as of December 31, 2010 at \$322,241, which is the market value of the options based on the difference between the exercise and the stock price at December 31, 2010); (v) survival, until February 28, 2012, of any other stock options held by Mr. Butz, to the extent vested as of February 28, 2011 (valued as of December 31, 2010 at \$223,464, which is the market value of the options based on the difference between the exercise price and the stock price at December 31, 2010); (vi) pro-rata vesting of any restricted stock/units held by Mr. Butz to reflect his employment for less than the otherwise applicable vesting period, and distribution to Mr. Butz of the underlying shares of the vested restricted stock/units (valued as of December 31, 2010 at \$1,189,216 which is the market value of the restricted stock/units based on the stock price at December 31, 2010); and (vii) allowances for executive outplacement, and legal, financial and tax planning services (\$30,000). In addition, Mr. Butz became entitled to an enhanced early retirement benefit under the Qualified and Non-Qualified Plans in connection with his cessation of employment, in an amount equal to his normal retirement benefit reduced by 4% for each year his age is less than 62. The increase in the present value of the Qualified Plan benefit due to the enhancement is \$230,765, and the increase in the Nonqualified Plan lump sum is \$592,931.

In consideration for these payments and benefits, Mr. Butz agreed to a general release of claims in favor of the Company, customary confidentiality, cooperation and non-disparagement provisions and to a non-competition covenant that will continue for 12 months after cessation of his employment.

**Compensation and Organization Committee Report**

This Compensation and Organization Committee Report shall not be deemed to be incorporated by reference into any filing made by the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this proxy statement by reference, except to the extent the Company incorporates such Report by specific reference.

The Committee has reviewed and discussed the Compensation Discussion and Analysis with the management of the Company. Based on this review and these discussions, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K and the Company's proxy statement.

The preceding report has been furnished by the following members of the Compensation and Organization Committee:

Edward J. Mooney, Chairman

C. Scott Greer

Paul J. Norris

Enrique J. Sosa

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### **VII. Other Matters**

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers, and persons who own more than ten percent of the Company's Common Stock, to file with the SEC, initial reports of ownership and reports of changes in beneficial ownership of Common Stock. Executive officers, directors and greater than ten percent stockholders (collectively, the Reporting Persons) are additionally required to furnish the Company with copies of all Section 16(a) forms they file.

Based on a review of forms filed with the SEC and information provided by Reporting Persons to the Company, it is believed that all Section 16(a) requirements were fully met by all Reporting Persons with respect to the year ended December 31, 2010, except that as a result of administrative error, one transaction was omitted from one of the reports for Mr. Mooney, but the transaction was later reported in a timely-filed year-end report.

#### **Audit Committee Report**

The Audit Committee Report that follows shall not be deemed to be incorporated by reference into any filing made by the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this proxy statement by reference, except to the extent the Company incorporates such Report by specific reference.

During the past year, the Audit Committee met six times, including telephonic meetings, to discuss quarterly results and other matters. In carrying out its duties, the Committee has:

Reviewed and discussed the audited consolidated financial statements with management and KPMG, the company's independent registered public accounting firm;

Discussed with KPMG the matters required to be discussed by auditing standards that govern communications with audit committees;

Discussed various matters with KPMG related to the Company's consolidated financial statements, including all critical accounting policies and practices used, all alternative treatments for material items that have been discussed with Company management, and all other material written communications between KPMG and management;

Received the written disclosures and the letter from KPMG as required by The Public Company Accounting Oversight Board, and has confirmed with KPMG its independence.

In reliance upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

The preceding report has been furnished by the following members of the Audit Committee:

G. Peter D Aloia, Chairman

Edward J. Mooney

Robert C. Pallash

Vincent R. Volpe, Jr.



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**Expenses Relating to this Proxy Solicitation**

The Company will pay all expenses relating to this proxy solicitation. In addition to this solicitation by mail, Company officers, directors, and employees may solicit proxies by telephone or personal call without extra compensation for that activity. The Company also expects to reimburse banks, brokers and other persons for reasonable out-of-pocket expenses in forwarding proxy material to beneficial owners of Company stock and obtaining the proxies of those owners. The Company has not engaged a solicitation firm in connection with this proxy solicitation.

Andrea E. Utecht

Executive Vice President,

General Counsel and Secretary

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FMC Corporation

1735 Market Street

Philadelphia, PA 19103

**Notice of**

**Annual Meeting of Stockholders**

**April 26, 2011**

**and Proxy Statement**

**FMC Corporation**



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