PZENA INVESTMENT MANAGEMENT LLC Form SC 13G/A

September 07, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

AMENDMENT NO. 1

UNDER THE SECURITIES EXCHANGE ACT OF 1934

	FMC	CORPORATION		
		of Issuer)		
	·	,		
	COMMON STOC	K, \$0.10 PAR VALUE		
	(Title of Cl	ass of Securities)		
	3	02491303		
	(CUS	IP Number)		
	Augu	st 31, 2004		
(Date	of Event which Req	uires Filing of th	is Statement)	
Check the appropri is filed:	ate box to designat	e the rule pursuan	t to which this Sc	chedule
[] Rule	13d-1(c) [] R	ule 13d-1(d)	[X] Rule 13d-1(b)	
initial filing on for any subseque	this cover page sh this form with resp nt amendment co ed in a prior cover	ect to the subject ntaining informa	class of securiti	es, and
to be "filed" for 1934 ("Act") or ot	quired on the remai the purpose of Sect herwise subject to ject to all other	ion 18 of the Sec the liabilities o	urities Exchange f that section of	Act of the Act
CUSIP NO. 3024913	 03 SCH	- EDULE 13G	PAGE 2 OF	6 PAGES
	NAME OF REPORTING P		s. IDENTIFICATION	

	PZENA INVESTMENT MANAGEMENT, LLC					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) [] (B) []					
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE OF ORGANIZATION					
	DELAWARE					
	5. SOLE VOTING POWER					
NUMBER OF SHARES BENEFICIALLY OWNED BY	1,194,813					
	6. SHARED VOTING POWER					
	0					
EACH REPORTING	7. SOLE DISPOSITIVE POWER					
PERSON WITH:	1,934,276					
	8. SHARED DISPOSITIVE POWER					
	0					
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,934,276					
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []					
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	3.92%					
12.	TYPE OF REPORTING PERSON*					
	IA					
CUSIP NO. 3024913	303 SCHEDULE 13G PAGE 3 OF PAGES 6					
ITEM 1.						
(a) Name o	f Issuer: FMC CORPORATION					
(b) Address	s of Issuer's Principal Executive Offices:					
	1735 MARKET STREET PHILADELPHIA, PA 19103					

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IIDM 2.
(a) Name of Person Filing: Pzena Investment Management, LLC
(b) Address of Principal Business Office or, if none, Residence:
120 West 45th Street, 34th Floor, New York, NY 10036
(c) Citizenship: Delaware
(d) Title of Class of Securities: COMMON STOCK, \$0.10 PAR VALUE
(e) CUSIP Number: 302491303
ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:
 (a) [] Broker or Dealer registered under Section 15 of the Act (b) [] Bank as defined in section 3(a)(6) of the Act (c) [] Insurance Company as defined in section 3(a)(19) of the Act (d) [] Investment Company registered under section 8 of the Investment Company Act of 1940 (e) [X] Investment Adviser registered under section 203 of the Investment Advisers Act or under the laws of any State (f) [] Employee Benefit Plan, Pension fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F) (g) [] Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G)(Note: See Item 7) (h) [] A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act (i) [] A Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (j) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)
If this statement is filed pursuant to Rule 240.13d-1(c), check this box [].

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ITEM 4. OWNERSHIP

If the percent of the class owned, as of December 31 of the year covered by this statement, or as of the last day of any month described in Rule 13d-1 (b) (2), if applicable, exceeds five percent, provide the following information as of that date and identify those shares which there is a right to acquire.

(a) Amount Beneficially Owned: 1,934,276

(b) Percent of Class: 3.92%

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 1,194,813

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 1,934,276

(121, 0010 point 00 415pool 01 00 411000 010 415pool 01. 1,301,1.0

(iv) shared power to dispose or to direct the disposition of: 0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employees benefit plan, pension fund or endowment fund is not required.

CLIENTS OF THE FILING INVESTMENT MANAGER HAVE THE RIGHT TO RECEIVE AND THE ULTIMATE POWER TO DIRECT THE RECEIPT OF DIVIDENDS FROM, OR THE PROCEEDS OF SALE OF THE SECURITIES REPORTED ON HEREINABOVE. NO INTEREST OF ANY ONE OF SUCH CLIENTS RELATES TO MORE THAN FIVE PERCENT OF THE CLASS.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b) (ii) (G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c), attach an exhibit stating the identification of the relevant subsidiary. NOT APPLICABLE.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

If a group has filed this schedule pursuant to Rule 13d-1(b) (ii) (J), so indicate under Item 3(h) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(d), attach an exhibit stating the identity of each member of the group. NOT APPLICABLE.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security report on will be filed, if required, by members of the group, in their individual capacity. NOT APPLICABLE.

ITEM 10. CERTIFICATION

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

September 7, 2004

Richard S. Pzena, CEO

NAME/TITLE