

FMC CORP  
Form FWP  
November 24, 2009

Filed Pursuant to Rule 433

Registration No. 333-154824

November 24, 2009

**\$300,000,000**

**FMC Corporation**

**5.20% Notes due 2019**

**Pricing Term Sheet**

**Issuer:** FMC Corporation  
**Security:** 5.20% Notes due 2019  
**Size:** \$300,000,000  
**Maturity Date:** December 15, 2019  
**Coupon:** 5.20%  
**Interest Payment Dates:** Each June 15 and December 15, commencing June 15, 2010  
**Price to Public:** 99.665%  
**Benchmark Treasury:** UST 3.375% due 11/15/2019  
**Benchmark Treasury Yield:** 3.343%  
**Spread to Benchmark Treasury:** +190 bps  
**Yield:** 5.243%  
**Make-Whole Call:** T+30 bps  
**Expected Settlement Date:** November 30, 2009 (T+3)  
**CUSIP:** 302491 AQ8  
**Ratings:** Baa1 (stable outlook) / BBB+ (stable outlook)  
**Joint Book-Running Managers:** Banc of America Securities LLC

**Senior Co-Manager:** Citigroup Global Markets Inc.  
**Co-Managers:** Wells Fargo Securities, LLC  
BBVA Securities Inc.

BNY Mellon Capital Markets, LLC

Daiwa Securities America Inc.

DnB NOR Markets, Inc.

Fortis Securities LLC

HSBC Securities (USA) Inc.

Mitsubishi UFJ Securities (USA), Inc.

PNC Capital Markets LLC

RBS Securities Inc.

SG Americas Securities, LLC

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U.S. Bancorp Investments, Inc.

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

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

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling or e-mailing Banc of America Securities LLC at 1-800-294-1322 or [dg.prospectus\\_distribution@bofasecurities.com](mailto:dg.prospectus_distribution@bofasecurities.com), by calling Citigroup Global Markets Inc. toll free at 1-877-858-5407.**