

FMC CORP  
Form RW WD  
March 03, 2010

**FMC Corporation**  
**1735 Market Street**  
**Philadelphia, Pennsylvania 19103**

March 3, 2010

**VIA EDGAR**

U.S. Securities and Exchange Commission

Division of Corporation Finance

100 F. Street, N.E.

Washington, DC 20549

Re: FMC Corporation  
Registration Statement on Form S-3 (File No. 333-154824)  
Request for Withdrawal of Rule 477 Application

Ladies and Gentlemen:

Please be advised that FMC Corporation, a Delaware corporation (the Registrant ), hereby requests that the Securities and Exchange Commission (the Commission ) withdraw the Registrant's application for withdrawal (the Rule 477 Application ) of that certain Registration Statement on Form S-3 (File No. 333-154824), together with all exhibits thereto (the Registration Statement ).

The Registrant has elected to withdraw the Rule 477 Application and will instead file a post-effective amendment to the Registration Statement.

If you have any questions regarding this request, please contact me at 215.299.6000.

Sincerely,

**FMC Corporation**

By: /s/ ANDREA E. UTECHT  
Name: **Andrea E. Utecht**  
Title: **Vice President, General Counsel and Secretary**