

FMC CORP  
Form RW  
February 26, 2010

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

February 26, 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)  
Application for Withdrawal of Registration Statement

Ladies and Gentlemen:

Pursuant to Rule 477 of Regulation C under the Securities Act of 1933, as amended, FMC Corporation, a Delaware corporation (the Registrant), hereby respectfully requests the withdrawal of that certain Registration Statement on Form S-3 (File No. 333-154824) together with all exhibits thereto (the Registration Statement), and the issuance of an order by the Securities and Exchange Commission granting such withdrawal.

The Registrant is requesting such withdrawal because the Registration Statement has been replaced by the Company with a new Registration Statement on Form S-3 (File No. 333-165066) (the New Registration Statement), which was filed on February 25, 2010 with the Securities and Exchange Commission. The New Registration Statement shall serve as the Registrant's shelf registration statement in place of the Registration Statement.

Please provide the Company with a copy of the order granting withdrawal of the Registration Statement as soon as it is available to my attention at FMC Corporation, 1735 Market Street, Philadelphia, Pennsylvania 19103.

If you have any questions regarding this application, 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