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U.S. Securities and Exchange Commission
100 F Street, NE
Washington DC 20549-1090
Attention: Ms. Elisabeth M. Murphy, Secretary

Re: File No. S7-10-09

Dear Sirs:

I am writing on behalf of FMC Corporation, a \$3B international chemical company with 5,000 employees worldwide (“FMC” or “the Company”). FMC is a widely-held public company listed on the New York Stock Exchange. The Company is committed to high standards of corporate governance – for example, nine out of the ten directors are independent, it has a majority vote standard in uncontested elections, and one of the Company’s long-standing Corporate Governance Principles has been the willingness to consider director nominees recommended by shareholders. Nevertheless, as set forth more fully below, the Company opposes the SEC’s proposed Rule 14a-11 which creates a federal proxy access right, because it believes that such a right is unnecessary and would promote short-term and special interests. Rather, the Company would support amending Rule 14a-8(i)(8) to permit shareholder proposals related to proxy access provided certain requirements are met, as explained below. If ultimately Rule 14a-11 is adopted, the Company believes that certain changes to the proposed rule are required.

Rule 14a-11 is unnecessary, because there have been many initiatives on the state level which allow shareholders to achieve proxy access without the need for a federal right of access. Further, there are many mechanisms already in place in FMC as in most companies, which give shareholders a voice in director elections – including majority vote for directors and consideration of shareholder nominees, as noted above. In addition, the recent prohibition on discretionary broker voting in director elections, and the e-proxy rules which make proxy contests much less expensive, serve to strengthen shareholder influence. On the other hand, there is a very real danger that Rule 14a-11 as drafted will be a boon to special interest groups who may not represent the best interests of the Company as a whole, or to shareholders focused on short term results.

The Company would support revised amendments to Rule 14a-8, which would allow for shareholder proposals relating to proxy access to be included in a proxy statement, so that shareholders can determine the proxy access

rules that best fit their companies. However, the ownership threshold required for a shareholder to submit such a proposal should be higher than that currently proposed, as the current threshold poses the same threats noted above with respect to special interest groups and shareholders whose focus is on the short term.

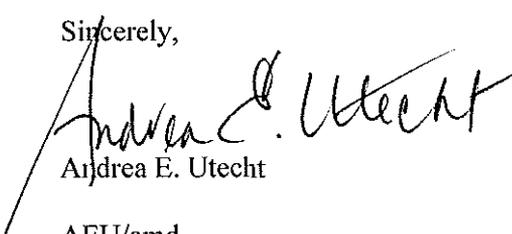
If the SEC nevertheless is determined to adopt the federal proxy access right embodied in Rule 14a-11, the Company respectfully submits that the following amendments to the proposed rule should be adopted, in order to mitigate the dangers inherent in the current proposal noted above:

- 1) There should be no federal preemption; rather states should be permitted to adopt their own provisions
- 2) The right of access should be triggered only in a situation where there is a demonstrated need for greater director accountability – such as, for example when a board does not act on a shareholder proposal that receives a majority vote or does not accept the resignation of a director who receives less than a majority vote
- 3) The ownership threshold required to access the proxy should be at least 5% for individuals and 10% for groups, and such shares should have been held for at least two years
- 4) If the proxy access nominee fails to achieve at least 25% of the votes cast, such shareholder should be prohibited from making further nominations for at least 3 years
- 5) The number of proxy access nominees should be limited to one in any one proxy season
- 6) If there is more than one proxy access nominee, the one included in the proxy statement should be that nominated by the shareholder who has held the shares the longest or has the highest ownership level, rather than determined on a first come-first served basis
- 7) Proxy access nominees should not be able to be affiliated with the nominating shareholder and such nominee should be required to meet the Board's established qualification and independence standards.

Finally, if the rule is adopted, it should not be effective until the 2011 Proxy season, to allow Companies time to prepare for it.

On behalf of the Company, we appreciate your consideration of the foregoing.

Sincerely,



Andrea E. Utecht

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