

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)  
June 14, 2001

FMC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	1-2376	94-4079804
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

200 East Randolph Drive, Chicago, Illinois 60601  
(Address of principal executive offices) (Zip Code)

(312) 861-6000  
Registrant's telephone number,  
including area code

Item 7. Financial Statements and Exhibits.

(c) Exhibits. The following exhibit is furnished as part of this report to the extent described in Item 9.

Exhibit Number	Topic	Presenter
Exhibit 99a	FMC Corporation--Increasing Shareholder Value	William G. Walter

Item 9. Regulation FD Disclosure. The Merrill Lynch Chemical Conference was held on June 14, 2001 in Chicago, IL. A slide presentation made at the meeting by William G. Walter, Executive Vice President, FMC Corporation, is attached hereto as an exhibit to this report. These slides may also be accessed at the company's website ([www.fmc.com](http://www.fmc.com)). The posting and furnishing of this information is not intended to, and does not, constitute a determination by FMC Corporation that the information is material or that investors should consider this information before deciding to buy or sell FMC securities.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FMC CORPORATION

By /s/ Stephen F. Gates

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Stephen F. Gates  
Senior Vice President, General  
Counsel and Secretary

Date: June 15, 2001

FMC Presentation at Merrill Lynch Chicago Chemical Conference, June 14, 2001  
 "Increasing Shareholder Value"

Slide 1

FMC  
 Increasing Shareholder Value

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 Slide 2

Disclaimer

Statement under the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995: These slides and the accompanying presentations contain "forward-looking statements," which represent management's best judgment as of the date hereof based on information currently available. Actual results of the Company may differ materially from those contained in the forward-looking statements. Additional information concerning factors that may cause results to materially differ from those in the forward-looking statements is contained in the Company's periodic reports filed under the Securities Exchange Act of 1934, as amended. The Company undertakes no obligation to update or revise these forward-looking statements to reflect new events or uncertainties.

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Presentation Contents

- .Spin-off of FMC Technologies
- .FMC Corporation
  - Agricultural Products
  - Specialty Chemicals
  - Industrial Chemicals

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Spin-off of FMC Technologies  
 [Organization Chart]

FMC			FMC Technologies	
Industrial Chemicals	Specialty Chemicals	Agricultural Products	Energy System	Food & Transportation Systems
=====				

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Spin-off of FMC Technologies

\$3.9B Sales [Pie Chart]		\$436M Operating Profit [Pie Chart]	
Industrial Chem.	\$906M	Industrial Chem.	\$115M
Ag Products	\$665M	Ag. Products	\$ 88M
Specialty Chem.	\$489M	Specialty Chem.	\$ 92M
Food & Trans. Systems	\$839M	Food & Trans. Systems	\$ 69M
Energy Systems	\$1,037M	Energy Systems	\$ 72M
FMC Technologies		FMC Technologies	

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Spin-off of FMC Technologies

The spin-off will provide both companies with:

- .Increased management focus
- .Increased customer and market focus
- .Ability to adopt capital structures aligned with industry peers of each business
- .Ability to reward employees with equity compensation tied to businesses

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Spin-off of FMC Technologies

- .IPO of approximately 17% of FMC Technologies completed June 14th
- .Distribution of remaining shares of FMC Technologies to FMC shareholders by year end
- .Shareholders will receive or retain:
  - If distribution by dividend:
    - .Retain 1 share FMC Corporation (chemicals)
    - .Receive ~1.7 shares of FTI per share of FMC
  - Or if distribution by exchange:
    - .Receive option to exchange FMC Corporation stock for FMC Technologies stock

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FMC (Chemicals)  
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[Pie Chart]

Industrial Chemicals	\$1,106 M
Specialty Chemicals	\$489 M
Ag Products	\$665 M

Sales \$2,260 M

Industrial chemicals sales includes FMC's half of Astaris sales.

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FMC (Chemicals) History  
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[Summation Bar Graph]

	EBIT (\$M)			
	1997	1998	1999	2000
	----	----	----	----
Agricultural	35	76	64	88
Industrial	77	78	73	92
Specialty	136	117	145	115
Corporate & Other	(44)	(42)	(32)	(27)
Total	204	230	250	268

9.5% CAGR (1997-2000)

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FMC (Chemicals) Debt Post-IPO  
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	12/31/00
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FMC Corporation total debt	1,049
Less: debt transferred to FMC Technologies	315
Less: estimated net IPO proceeds	205
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=Proforma FMC (Chemicals) debt post-IPO	529

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Anticipated average debt to be \$750M for 2001.  
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FMC (Chemicals) Earnings Perspective  
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	1997	1998	1999	2000
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Revenue	\$2,414	\$2,384	\$2,338	\$2,260
EBIT ex-spec. ch.	204	230	250	268
EBIT / Revenue	8.5%	9.7%	10.7%	11.9%
Interest expense	55	55	55	55
Tax (23.5% est. avg. rate)	35	41	46	50
Net Income	114	134	149	163
Net Income per share	\$ 3.54	\$ 4.16	\$ 4.63	\$ 5.06

Pro forma Notes:  
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Sales include 1/2 Astaris sales and required restatement of shipping costs.  
Estimated proforma interest expense based on estimated \$750M average debt level  
and FMC's 2000 average interest rate.  
Using 1Q 2001's average shares outstanding (32.2M) for each proforma period.

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FMC (Chemicals) Overview of Segments  
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- .Number 1 or 2 market position in most product lines
- .Focus on low cost production in Industrial Chemicals
- .Focus on R&D / innovation in Agricultural Chemicals
- .Development of high growth, high return Specialty Chemical applications

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Agricultural Products Group  
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Sales \$665M

Sales by Product  
[Pie Chart]

Insecticides \$489M  
Herbicides \$176M

Sales by Region  
[Pie Chart]

Asia \$128M  
Mexico/Latin America \$173M  
North America \$201M  
Europe, Middle East, Africa \$83M  
Specialty \$80M

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Agricultural Products Group  
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APG strengths

- .Strong insecticide position

- .Growing herbicide position
- .Growing specialty non-crop
- .R&D Focus

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Agricultural Products Group

New Herbicide

. Carfentrazone - new herbicide with annual sales potential of \$125M - \$150M in next few years

R&D

.Finding new molecular target sites sensitive to chemicals can provide a rapid and cost-effective means of uncovering new classes of insecticides  
 .FMC partnership with Devgen provides key technologies  
 .The first target site generated by this partnership is entering high throughput screening

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Agricultural Products Group

\*\*2000 Results: Strong earnings improvement from 1999 as pest pressures returned to more normal levels

\*\*2001 Forecast: Expect profits up over 2000 from label expansions on insecticides and herbicides, continued cost reductions. Issues surrounding genetically modified crops should benefit FMC

[Bar Graph]	1994	1995	1996	1997	1998	1999	2000
Sales (\$ Millions)	\$ 517	\$ 590	\$ 650	\$ 638	\$ 648	\$ 632	\$ 665
[Overlapping Line Graph]							
% EBITDA Margin	19.0%	19.8%	17.8%	10.0%	16.3%	13.8%	17.1%

[photo of agricultural products]

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Specialty Chemicals Group

Sales \$489M

[Pie Chart]

BioPolymer \$351M  
 Lithium \$138M

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Specialty Chemicals Group

BioPolymer: Growing Global Businesses

Business	Total Sales	Growth Prospects
Pharmaceuticals	37%	4-5%

Food Ingredients	42%	4-5%
Specialty	21%	6-7%

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Specialty Chemicals Group

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BioPolymer: Sales by product and function

Sales by product [Pie Chart]		Sales by function [Pie Chart]	
Algin	19%	Specialty	21%
MCC	36%	Food Ingredients	42%
CGN	37%	Pharmaceutical	37%
Other	8%		

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Specialty Chemicals Group

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FMC Lithium Strategy

- .Unique chemical properties of lithium
- .Focused resources on downstream specialty opportunities
- .Profitability hurt by commodity competition
- .Maintained manufacturing cost position of high-value lithium
- .Growth opportunities:
  - Lifetime/(R)/ and Renew/(R)/ ASR concrete technologies
  - Electric and hybrid electric vehicles

[Two photos of vehicles]

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Specialty Chemicals Group

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\*\*2000 Results: Sales lower from PAD divestiture, but profits up from successful

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Pronova integration. Lithium sales & profits up, but market remained difficult

\*\*2001 Forecast: Both businesses' profits approximately flat with strong 2000.

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Continuing Pronova synergies in BioPolymer.

[Bar Graph]	1994	1995	1996	1997	1998	1999	2000
	----	----	----	----	----	----	----
Sales (\$ Millions)	\$544	\$588	\$602	\$605	\$598	\$565	\$489
[Overlapping Line Graph]							
% EBITDA Margin	20.5%	18.1%	17.1%	19.3%	19.2%	19.5%	26.0%

[customer logos: Lilly, Merck, Novartis, Pfizer, Johnson & Johnson]

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Industrial Chemicals Group

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Sales \$1.106B

[Pie Chart]

Peroxygens	\$189M
Foret SA	\$233M
Phosphorus	\$278M

Alkali \$406M

Includes FMC's portion of Astaris' sales

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Industrial Chemicals Group

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ICG Overview

- .Strong market positions
  - .Low cost positions
  - .Phosphorus / Astaris
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Industrial Chemicals Group

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Strong Market Positions:

	Market Share	
	N. America	Europe
.Hydrogen Peroxide	26%	10%
.Soda Ash	34%	-
.Phosphates	55%	15%

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Industrial Chemicals Group

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Continued focus on cost reductions

- .Soda ash capacity rationalization
  - .New purified phosphoric acid plant
  - .Hydrogen peroxide cost reductions
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Industrial Chemicals Group

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Phosphorus / Astaris

.Astaris JV (combination of FMC and Solutia phosphorus businesses)

- Strong market share
- Pocatello plant
  - .Hampered by high energy costs
  - .Accelerated closure of 3 of 4 furnaces
  - .Power resale
- New PPA plant
  - .Low-cost North American plant replaces higher-cost thermal phosphorous
  - .Equivalent of approximately 1/3 of Pocatello output

.Actively pursuing low-cost alternatives to mitigate ongoing consent decree spending

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Industrial Chemicals Group

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\*\*2000 Results/ 2001 Forecast: Sales & profits adversely impacted by lower euro & increased energy costs. 2000 sales also appeared lower as Astaris JV began in 2Q 2000. 2001 profits expected to be down slightly



\*\*Soda Ash: 2001 volumes flat as strengthening exports offset impact of new entrant; Energy surcharge results still uncertain

\*\*Hydrogen Peroxide: Higher prices & volumes in 2000 and 2001, plus reduction in cost base

\*\*Phosphorus: Significant power cost impact in '01 & '02, partially offset by resale of power beginning in 2Q 2001. New low cost PPA plant start-up 2Q '01

\*\*Foret: Modest improvement expected from low 2000

[Bar Graph]	1994	1995	1996	1997	1998	1999	2000
Sales (\$ Millions)*	\$1,027	\$1,137	\$1,201	\$1,173	\$1,138	\$1,141	\$1,106
[Overlapping Line Graph]							
% EBITDA Margins	18.3%	20.1%	22.8%	19.5%	17.1%	18.2%	16.0%

\*Sales include 1/2 of Astaris sales and required shipping costs.

[Customer logos: The Gillette Company, Dow, Procter & Gamble, Colgate-Palmolive Company, Rohm Haas]

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FMC Corporation Direction  
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FMC Corporation to focus on:

- .Growing our position in BioPolymers, and continuing to improve Lithium's profitability
- .Improving our cost structure in industrial chemicals
- .Expanding herbicide sales in agricultural products and continuing to search for new pesticides through the use of biotechnology
- .Managing businesses to grow long-term profitability

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Summary  
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- .IPO of FMC Technologies today
- .Spin-off of FMC Technologies before end of year
- .FMC (Chemicals) company to focus on long-term profitable growth