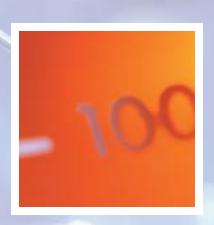


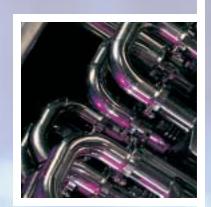




The key to success is **Focus**







...and FMC has never been more focused. We are an established company — a company with a proud history. Now we have begun a new era in which we are concentrating on our core businesses. Agricultural Products, Specialty Chemicals and Industrial Chemicals. Our foundation is solid... Our vision clear... Our future bright.



Message to Shareholders

Welcome to the new FMC Corporation! On December 31, 2001, we completed the split of FMC into two independent, publicly traded companies — FMC Technologies, Inc. and FMC Corporation. The split enables each company to establish its own identity and determine its own future, while unlocking the value inherent in the old FMC and continuing the FMC tradition of providing quality products and outstanding service to its customers. The new FMC is a focused chemical company participating in three broad industry segments — agricultural, specialty and industrial chemicals.

The Year in Review. 2001 was a difficult year. A recession in the U.S. industrial sector, a sluggish global economy, a strong dollar and volatile energy prices all worked against us. Consequently, financial results were disappointing. Both sales and earnings declined. Sales from continuing operations were \$1,943.0 million compared with \$2,050.3 million in 2000. After-tax income from continuing operations was \$3.10 per share on a fully diluted basis and before special items compared with \$4.86 per share in the prior year.

Sales and earnings were down in each of the three segments compared with the prior year period. Lower sales in Agricultural Products reflected lower sulfentrazone sales to DuPont; earnings were down on weakness in Asian and South American markets. Lower sales and earnings in Specialty Chemicals reflected early-year customer inventory corrections, a strong dollar and weakness in some industrial markets. In Industrial Chemicals, lower sales and profits reflected economic weakness during the year, increased energy costs, consent decree spending in Pocatello and startup costs at a new purified phosphoric acid plant.

Despite these disappointing results, we outperformed the U.S. chemical industry at large and are well positioned for the future. The split has left us with a diversified portfolio of strong, cash-generating businesses with leading market positions, and a new, but proven, management team committed to building value.

Looking Forward. Our financial focus will be on operating profit after tax, return on invested capital and cash flow. We will exert rigorous financial discipline around capital expenditures and working capital. And, we will align management compensation consistent with our focus.

In the short term, we will concentrate on improving the operating performance and strategic positioning of several of our businesses. We are refocusing our Agricultural Products business with an emphasis on insecticides in select crops and regions, expanding our genomics-based, insecticide research program and extending our market access abroad through regional partnerships. We are restructuring our Industrial Chemicals Group to focus on higher-value, niche markets, as well as improving our cost positions; and Astaris, our phosphorus joint venture with Solutia Inc., is upgrading its raw material supply chain.

We expect to see earnings increase modestly in 2002, although earnings are likely to be weaker in the first half and stronger in the second.

We are also undertaking a strategic review of our portfolio where every business will be evaluated on the basis of its ability to grow earnings and generate returns that consistently exceed our cost of capital. This review includes an evaluation of growth opportunities that build on our strongest businesses.

In Recognition. I appreciate the valuable contributions made by the former FMC employees who joined FMC Technologies, Inc., as well as those who did not continue with either company. I also want to acknowledge and thank Paul Davies, Jr., Clayton Yeutter and Asbjørn Larsen for their contributions as FMC directors. Paul served on the board for 36 years. All three retired in 2001.

Finally, I want to thank Bob Burt. Bob retired as chairman of the board and chief executive officer in 2001, and will retire as a director at our annual meeting in April. Bob became chairman and chief executive officer in November 1991 and served FMC for a decade in that capacity. Bob reshaped the company during his 10 years of leadership. Driven by keen business acumen, high energy and a challenge to personally grow the company, he also had a heart for nurturing the people who made this company thrive. We thank you, Bob, for your leadership, your passion and compassion, your guidance and counsel over the years.



Robert N. Burt

* * *

We are excited about our future and hope you share that same excitement. I look forward to working for you, our shareholders, in the months and years ahead, pursuing our common objective — maximizing shareholder value.

William G. Walter
Chairman of the Board,

President and Chief Executive Officer

March 1, 2002

Company Profile

For more than a century, FMC Corporation has provided innovative, quality products and services to our customers and, ultimately, to our customers' customers. Our longevity is built upon our ability to operate in and respond to an ever-changing, increasingly competitive marketplace.

The new FMC Corporation is a diversified chemical company that draws on this proud heritage while at the same time focusing on future growth, profitability and the realization of value for shareholders. FMC is now composed of three chemical businesses — Agricultural Products, Specialty Chemicals and Industrial Chemicals — with approximately 6,000 employees worldwide and nearly \$2 billion in global sales.





2001 OPERATING PROFIT BY SEGMENT

Total Operating Profit \$232.9M



Financial Highlights

(In millions, except per share amounts)

	2001	2000
Revenue (by customer location)		
United States	\$ 882.1	\$ 965.5
All other countries	1,060.9	1,084.8
Total revenue	\$ 1,943.0	\$ 2,050.3
Income (after tax)		
Income (loss) from continuing operations ^(t)	\$ (306.3)	\$ 125.6
Income from continuing operations		
(excluding special income and expense items) ⁽²⁾	\$ 99.6	\$ 153.5
Earnings (loss) per share from continuing operations:		
Basic	\$ (9.85)	\$ 4.13
Diluted	\$ (9.85)	\$ 3.97
Income per share from continuing operations		
(excluding special income and expense items)(2)		
Basic	\$ 3.20	\$ 5.05
Diluted	\$ 3.10	\$ 4.86
Other data		
Capital expenditures	\$ 145.6	\$ 197.3
Research and development expenses	\$ 99.8	\$ 97.8

⁽¹⁾ Before cumulative effect of change in accounting principle.

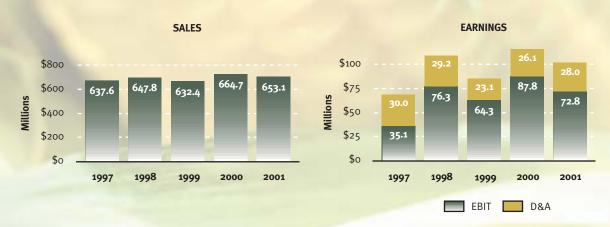
⁽²⁾ Special income and expense items consist of asset impairments and restructuring and other charges (2001 and 2000). Income from continuing operations excluding special income and expense items, and earnings per share from continuing operations excluding special income and expense items are not measures of financial performance under generally accepted accounting principles and should not be considered in isolation from, or as a substitution for, income from continuing operations, net income, or earnings per share determined in accordance with generally accepted accounting principles, nor as the sole measure of the company's profitability.

Agricultural Products

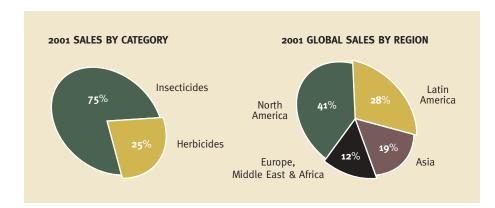
Focus: Novel pesticide technology through R&D and global scale through innovative partnerships.

FMC's Agricultural Products business includes a strong portfolio of crop protection, structural pest control, and turf and ornamental products that meet important market needs around the globe. Our product development efforts focus on lower application rates, more environmentally compatible solutions and other alternatives to insect-resistant chemistry. Our genomics-based discovery strategy — focused on insecticides — promises additional, cost-effective innovations.





label expansions in carfentrazone (post-emergent herbicide) and next generation pyrethroid insecticides 3 – 5 years _______ novel insecticide launch via our partnership with ISK 5+ years ______ novel compounds generated via genomics-based research





FMC Agricultural Products Group provides a wide range of products — both patented and off-patented technologies — for worldwide markets. While FMC's position is particularly strong in North America, we derive more than 50 percent of our sales from outside the United States.

The Agricultural Products Group enjoys important competitive advantages. In contrast to most major crop protection companies, insecticides dominate our business. Recently, FMC and Ishihara Sangyo Kaisha, Ltd (ISK) concluded several agreements where both companies will work together to market and distribute existing and new chemistries. For example, together with ISK, we have increased our equity position in the Belgian firm Belchim to improve our distribution capabilities in Europe. Thus, FMC continues to enhance access to markets and expand product breadth for more complete solutions.

We are also leveraging our existing product lines. We maintain a leading global position in pyrethroid chemistry and have obtained label expansions for zeta-cypermethrin use on corn, rice, alfalfa, sugarcane and leafy vegetable crops. Meanwhile, our carfentrazone herbicide has been approved for cotton defoliation in North America. In addition, sulfentrazone and clomazone herbicides continue to provide new opportunities worldwide.

AGRICULTURAL PRODUCTS

	Insecticides —							— Herbicides —			
	Pyrethroids —				— Carbamates — — C			ther ——			
	permethrin	cypermethrin	bifenthrin	alpha- cypermethrin			carbosulfan	cadusafos	sulfuramid	carfentrazone	clomazone
Cotton			х		х	х	х			х	х
Corn	х	х	х		х	Х				x	
Rice					х	х	х			х	х
Cereals		х			х	х				х	
Fruits, Vegetables	х	х	х	х	х	х		х		х	х
Prof. Pest Control, Home & Garden	х	х	х						х		

FMC is among the first agricultural products companies to pursue a predominantly genomics-based approach in its discovery efforts to identify compounds with a specific biological function on agricultural pests. For example, our collaboration with Belgian partner Devgen, to identify new molecular target sites sensitive to chemical application, should result in more rapid and cost-effective discovery of novel insecticide chemistries with unique modes of action.

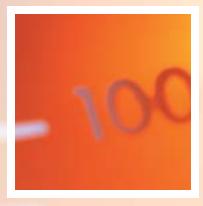
In a difficult crop market environment, especially with low commodity pricing, the outlook for Agricultural Products is good. Our global insecticide franchise will continue to benefit from new label expansions on zeta-cypermethrin. The growth of our herbicide sales points to continued profitable growth and our attention to cost improvements and label expansion will further enhance our competitive positions.

FMC's Agricultural Products Group has built a strong business base with quality products, broad international exposure and effective market access. We have direct distribution in the Americas and powerful partnerships in Asia and Europe to expand access, reduce costs and extend product offerings. And we have developed and implemented solid product stewardship programs with our Responsible Care initiative.

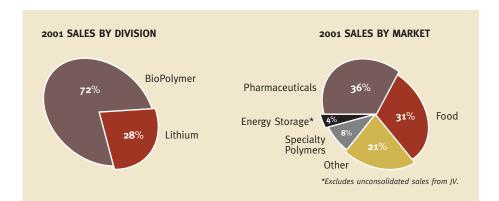
Specialty Chemicals

Focus: Maintaining strong leadership positions in stable growth franchises.

FMC's Specialty Chemicals business is centered on high-performance food ingredients, pharmaceutical excipients and intermediates, and lithium specialty products that enjoy solid customer bases and consistent, growing demand. Our future growth will continue to be based on the valuable attributes of these products and our R&D capability, as well as on the partnerships and close working relationships we have developed with key global customers.









FMC BioPolymer is a premier supplier of microcrystalline cellulose, carrageenan and alginates — ingredients that have high, value-added applications in the production of food, pharmaceutical and other specialty consumer and industrial products. Microcrystalline cellulose, processed from specialty grades of pulp, provides important binding and controlled release properties for pills and tablets and has unique functionality that improves the texture and stability of many food products. Carrageenan and alginates, both processed from seaweed, are used in a wide variety of food, pharmaceutical and specialty areas.

BioPolymer is organized around three major markets — food, pharmaceutical and specialty ingredients — and is a key supplier to many global leaders in these markets. Our customers have come to rely on us for the majority of their supply requirements due to our innovative solutions and operational excellence.

PRODUCTS & MARKETS Food				Pharmaceutical				Specialties		
	beverage	convenience foods	meat & poultry	tablet binding & coating	anti- reflux	liquid suspension	bio- medical	personal care	pet food	household & other
Cellulose	х	Х		Х		Х				X
Carrageenan	х	х	X			Х		х	х	X
Alginates		х			х		х	х	х	Х
Other		Х		х						

The outlook for BioPolymer is good. We expect continued growth driven by stable consumption patterns and new product introductions. In food, our focus on health and convenience is driving new solutions for beverages and other consumer foods. As a leading excipient supplier to the major pharmaceutical companies, we expect to see continued growth in this important market. Our recent acquisition of Pronova Biomedical advances our efforts in developing novel wound care products. In Specialties, the development of innovative oral and skin care applications is driving new opportunities.

FMC Lithium is a vertically integrated, technology-based business, firmly rooted in inorganic and organic lithium chemistries, and related technologies that enhance the quality of life. Because we serve a variety of markets, we have focused our efforts on growing these key niches for 2002 and beyond: fine chemicals for pharmaceutical synthesis, specialty polymers and energy storage. Our organolithium products are increasingly popular with our fine chemical and pharmaceutical customers due to high chemical selectivities, efficient production throughputs and high yields — all contributing to lower the costs of pharmaceutical production. Organolithiums are also highly valued in the specialty polymer markets as polymer initiators in the production of synthetic rubbers and elastomers. Based on proprietary technology, we are developing new, highly specialized polymers for industrial coatings, automotive coatings and rocket fuels.

PRODUCTS & MARKET	S Fine Chemicals	Polymers	Energy Storage	Other
	pharmaceuticals, agricultural products	elastomers, rocket fuels, synthetic rubbers, industrial coatings	non-rechargeable batteries, lithium-ion batteries (rechargeable)	glass & ceramics, construction, greases & lubricants, air treatment, pool water treatment
Primary Inorganics	х		х	Х
Specialty Inorganics			х	х
Lithium Metal/ Cathodic Materials	x	х	х	
Organometallics	X	х		
Intermediates	X	Х		

The electrochemical properties of lithium make it an ideal material for portable energy storage in high performance applications, including heart pacemakers, cell phones, camcorders, personal computers and the next-generation technologies that combine cellular and wireless capabilities into a single device. Lithium is also used as the enabling element in the development of advanced batteries for use in hybrid electric vehicles.

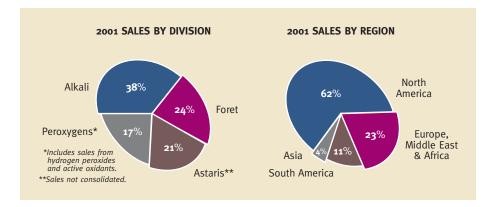
Industrial Chemicals

Focus: Generate strong free cash in high-volume businesses throughout the cycle while expanding profitable, less-cyclical niches.

FMC's extensive Industrial Chemicals business is built on the strong, cost-driven positions of our high-volume soda ash, phosphate and hydrogen peroxide operations. We serve the major customers in our market segments and lead the way in low-cost technology and specialty niches, such as active oxidants. This forms a powerful combination that makes us a market leader with confidence in the future.









FMC Industrial Chemicals serves a diverse group of markets, from economically sensitive industrial sectors to technology-intensive specialty markets. The business processes and sells refined inorganic products that are demanded globally for their critical reactivity or unique functionality. In addition, we produce, purify and market higher value downstream derivatives into specialized and customer-specific applications. These applications, in higher-value niches, include dialysis, rocket propulsion, animal nutrition, biocides, semi-conductors and baking.

Our performance is largely driven by such factors as timing of investment capacity, as well as end-user demand patterns. Each of our industrial chemicals businesses has the size, breadth and competitive advantage to deliver significant free cash-flow streams and returns above our cost of capital. Regional and global demand growth for FMC products tends to be relatively predictable and stable, and market shares have tended to balance with invested capacity shares. Current effective capacity utilization in these businesses is above 90 percent.

Alkali is the world's largest producer of natural soda ash and the market leader in North America. We are a mining and production leader, having developed and implemented multiple proprietary, low-cost mining technologies. Our production facilities give us an advantage in terms of scale, flexibility and reliability. Our two mining sites in Wyoming can produce approximately 5 million tons of product annually, though we have recently mothballed 1.3 million tons of capacity to improve costs and respond to over-supply market conditions. The future looks strong, with improved selling prices, steady demand both domestically and abroad and very low capital needs. Alkali will continue to be a major contributor of free cash flow to the corporation in the future.

Hydrogen Peroxide is another strong volume/value business for FMC that has enjoyed historic growth rates significantly above GDP driven by the demand for more environmentally friendly substitutes for chlorine within the pulp and paper industry. We are a worldwide producer with production facilities in the United States, Canada, Mexico, Spain, the Netherlands and Thailand. These plant locations, along with our state-of-the-art process technology, are key to our low-cost supply network and leading North American market position. FMC is poised to reap the benefit of strong cash returns from cost improvements and lower capital expenditures resulting from the recent mothballing of 105 million pounds.

Active Oxidants is the world's leading supplier of persulfate products and a major producer of peracetic acid and other specialty oxidants, and enjoys a cost-competitive postion through process technology and its geographic location. We compete as a value player in markets where there are few competitive matches and our technical expertise is second to none. During 2001, we saw our business impacted as key electronics and polymer markets suffered through a declining economic environment. However, improving economic fundamentals and new product applications make us optimistic for the future.

FMC Foret, headquarted in Barcelona, Spain, is a leader in providing basic chemistry to the detergent, paper, textile, tanning and chemical industries. Foret is a large and diverse operation with seven manufacturing locations. It includes many of our North American Industrial Chemicals businesses and has strong positions in phosphates and hydrogen peroxides as well as perborates, sulfur derivatives, silicates and zeolites. Foret boasts a strong brand presence in Southern Europe, Africa and the Middle East that should serve it well in 2002.

Astaris LLC, the leading phosphorus supplier in the Western Hemisphere, is a joint venture between FMC and Solutia Inc. In 2001, Astaris focused on fundamental restructuring based upon new lower-cost sources of phosphorus for value-added, end-market products, and Astaris will continue to do so in 2002. The move from elemental phosphorus to purified phosphoric acid (or PPA) will eliminate the high environmental and energy costs that existed at the Pocatello elemental phosphorus facility for the past several years and unfavorably impacted FMC's earnings. Additionally, Astaris management took active steps to improve its bottom line with recent price increases.



FMC corporate leadership team (shown above, from left to right) includes:

Andrea E. Utecht, vice president, general counsel and secretary; Robert I. Harries, senior vice president and general manager, Industrial Chemicals Group and Shared Services, William G. Walter, chairman of the board, president and chief executive officer; W. Kim Foster, senior vice president and chief financial officer; Kenneth R. Garrett, vice president, human resources, communications and public affairs; and Gerald R. Prout, vice president, government affairs.

BOARD OF DIRECTORS

B.A. Bridgewater, Jr. (1)(2)(5)

Retired Chairman of the Board, President and Chief Executive Officer, Brown Group, Inc.

Dr. Patricia A. Buffler (3)(4)

Dean Emerita, Professor of Epidemiology, School of Public Health, University of California, Berkeley

Robert N. Burt(1)

Director and Retired Chairman of the Board and Chief Executive Officer

Albert J. Costello(2)(5)

Retired Chairman, President and Chief Executive Officer W.R. Grace & Co.

Edward J. Mooney $^{^{(2)(3)}}$

Retired Délégué Général - North America, Suez Lyonnaise des Eaux

William F. Reilly(1)(2)(3)

Founder, PRIMEDIA Inc., Founding Partner, Aurelian Communications

Enrique J. Sosa(3)(4)

Former President, BP Amoco Chemicals

James R. Thompson(4)(5)

Former Governor of Illinois; Chairman, Chairman of the Executive Committee and Partner, Law Firm of Winston & Strawn

William G. Walter(1)(4)

Chairman of the Board, President and Chief Executive Officer

- (1) Executive Committee (2) Compensation and Organization Committee
- (3) Audit Committee (4) Public Policy Committee
- (5) Nominating and Board Procedures Committee

OFFICERS

William G. Walter*

Chairman of the Board, President and Chief Executive Officer

Robert I. Harries*

Senior Vice President, General Manager Industrial Chemicals Group and Shared Services

W. Kim Foster*

Senior Vice President and Chief Financial Officer

Andrea E. Utecht*

Vice President, General Counsel and Secretary

Milton Steele*

Vice President, General Manager Agricultural Products Group

Kenneth R. Garrett

Vice President, Human Resources, Communications and Public Affairs

Gerald R. Prout

Vice President Government Affairs

Graham R. Wood*

Vice President and Controller

Thomas C. Deas, Jr.*

Vice President and Treasurer

Edward T. Flynn

Chief Information Officer

Theodore H. Laws, Jr.

Assistant Treasurer and Director of Tax

*Executive Officer

Subsidiaries and Affiliates in Other Nations

Argentina

Minera Del Altiplano S.A.

Australia

FMC Chemicals (Australia) Ltd.

Belgium

FMC Chemical S.p.r.l.

Brazil

FMC Quimica do Brasil Limitada

Canada

FMC of Canada Limited

Chile

Neogel S.A.

China

Suzhou Fu Mei-Shi Crop Care Company, Ltd.

Czech Republic

F&N Agro Ceska Republica, spol s.r.o.

Denmark

FMC A/S

France

FMC BioPolymer S.A. FMC France S.A.

Germany

FMC BioPolymer GmbH FMC Germany GmbH

Hong Kong

FMC Asia Pacific, Inc.

India

FMC India Private Limited

Indonesia

P.T. Bina Guna Kimia Indonesia

Ireland

FMC Chemicals International, AG

Italy

FMC Chemicals Italy srl.

Japan

Asia Lithium Corporation FMC Chemicals KK Honjo-FMC Energy Systems, Inc.

L.H. Company, Ltd.

Korea

FMC Korea Ltd.

Malaysia

FMC Chemicals (Malaysia) Sdn. Bhd.

Mexico

Electro Quimica Mexicana, S.A. de C.V. FMC Agroquimica de Mexico S.A. de C.V. FMC Alimentos S.A. de C.V. FMC Ingredientes Alimenticios S.A. de C.V.

The Netherlands

FMC Industrial Chemicals (Netherlands) B.V.

Norway

FMC BioPolymer AS

Pakistan

FMC United (Private) Limited

Philippines

Marine Colloids Philippines, Inc.

Poland

FMC Corporation Poland F&R Agro Sp. z.o.o.

Singapore

FMC Singapore Pte. Ltd.

Slovak Republic

F&N Agro Slovensko, spol s.r.o.

South Africa

FMC Chemicals (PTY) Ltd.

Spain

Commercial e Industrial de Productos Quimicos, S.A.

FMC Foret, S.A.

Forel, S.L.

Foraneto, S.L.

Forsean, S.A.

Minas El Castellar, S.L.

Peroxidos Organicos, S.A.

Sibelco Espanola, S.A.

Switzerland

FMC Agricultural Products International AG

FMC Chemicals International, AG

Thailand

FMC Chemicals (Thailand) Limited

Thai Peroxide Company, Ltd.

Turkey

FMC BioPolymer A/S

United Kingdom

FMC Chemicals Limited

Venezuela

Tripoliven, C.A.

Major Operating Units

Agricultural Products

Agricultural Products
Specialty Products Business

Specialty Chemicals

FMC BioPolymer

Industrial Chemicals

Active Oxidants

Alkali

FMC Foret, S.A.

Hydrogen Peroxide

Astaris, LLC, a joint venture

Executive Offices

FMC Corporation

1735 Market Street Philadelphia, PA 19103 www.fmc.com

Stockholder Data

Annual Meeting of Stockholders

FMC's annual meeting of stockholders will be held at 2 p.m. on Tuesday, April 23, 2002, at the Top of the Tower, 1717 Arch Street, 50th Floor, Philadelphia, PA 19103.

Notice of the meeting, together with proxy materials, will be mailed approximately 40 days prior to the meeting to stockholders of record as of March 1, 2002.

Transfer Agent and Registrar of Stock

Shareholder Communications Computershare Investor Services, LLC P.O. Box A3504 Chicago, IL 60690-3504

Questions concerning FMC common stock should be sent to the above address, or call 1 (877) 360-5143.

Stock Exchange Listing

New York Stock Exchange Pacific Stock Exchange Chicago Stock Exchange

Stock Exchange Symbol

FMC

Form 10-K

A copy of the company's annual report to the Securities and Exchange Commission on Form 10-K for 2001 is available upon written request to:

FMC Corporation Communications Department 1735 Market Street Philadelphia, PA 19103

FMC was incorporated in Delaware in 1928.

Design, Waldinger Creative; Printing, French Bray.



FMC Corporation 1735 Market Street Philadelphia, PA 19103

www.fmc.com