

SULLIVAN DANIEL J
Form 4
January 05, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN DANIEL J

(Last) (First) (Middle)

1000 FEDEX DRIVE

(Street)

MOON TOWNSHIP, PA 15108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FEDEX CORP [FDX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
President & CEO - FedEx Ground

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/03/2006		M		6,906	A \$ 40.49	114,863 ⁽¹⁾ D
Common Stock	01/03/2006		M		2,469	A \$ 40.49	117,332 ⁽¹⁾ D
Common Stock	01/03/2006		M		3,750	A \$ 41.6563	121,082 ⁽¹⁾ D
Common Stock	01/03/2006		M		1,875	A \$ 41.6563	122,957 ⁽¹⁾ D
Common Stock	01/03/2006		M		5,000	A \$ 53.765	127,957 ⁽¹⁾ D

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Common Stock	01/03/2006	M	38,213	A	\$ 55.9375	166,170 ⁽¹⁾	D
Common Stock	01/03/2006	M	1,787	A	\$ 55.9375	167,957 ⁽¹⁾	D
Common Stock	01/03/2006	S	4,400	D	\$ 101.05	163,557 ⁽¹⁾	D
Common Stock	01/03/2006	S	5,000	D	\$ 101.2	158,557 ⁽¹⁾	D
Common Stock	01/03/2006	S	700	D	\$ 101.25	157,857 ⁽¹⁾	D
Common Stock	01/03/2006	S	5,000	D	\$ 101.3	152,857 ⁽¹⁾	D
Common Stock	01/03/2006	S	400	D	\$ 101.31	152,457 ⁽¹⁾	D
Common Stock	01/03/2006	S	400	D	\$ 101.34	152,057 ⁽¹⁾	D
Common Stock	01/03/2006	S	1,500	D	\$ 101.35	150,557 ⁽¹⁾	D
Common Stock	01/03/2006	S	300	D	\$ 101.68	150,257 ⁽¹⁾	D
Common Stock	01/03/2006	S	7,500	D	\$ 101.7	142,757 ⁽¹⁾	D
Common Stock	01/03/2006	S	8,900	D	\$ 101.71	133,857 ⁽¹⁾	D
Common Stock	01/03/2006	S	13,500	D	\$ 101.72	120,357 ⁽¹⁾	D
Common Stock	01/03/2006	S	200	D	\$ 101.76	120,157 ⁽¹⁾	D
Common Stock	01/03/2006	S	100	D	\$ 101.77	120,057 ⁽¹⁾	D
Common Stock	01/03/2006	S	200	D	\$ 101.8	119,857 ⁽¹⁾	D
Common Stock	01/03/2006	S	1,900	D	\$ 101.89	117,957 ⁽¹⁾	D
Common Stock	01/03/2006	S	800	D	\$ 101.9	117,157 ⁽¹⁾	D
Common Stock	01/03/2006	S	1,400	D	\$ 101.93	115,757 ⁽¹⁾	D
Common Stock	01/03/2006	S	6,500	D	\$ 101.95	109,257 ⁽¹⁾	D
	01/03/2006	S	1,700	D	\$ 102.15	107,557 ⁽¹⁾	D

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Common
Stock

Common Stock	01/03/2006	S	3,300	D	\$ 102.25	104,257 ⁽¹⁾	D
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Common Stock	01/03/2006	S	5,000	D	\$ 102.3	99,257 ⁽¹⁾	D
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Common Stock						25,374 ⁽¹⁾	I	401(k)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 40.49	01/03/2006		M	2,469	⁽²⁾ 06/01/2011	Common Stock	2,469
Incentive Stock Option (right to buy)	\$ 41.6563	01/03/2006		M	1,875	⁽²⁾ 01/21/2010	Common Stock	1,875
Incentive Stock Option (right to buy)	\$ 55.9375	01/03/2006		M	1,787	⁽²⁾ 06/01/2009	Common Stock	1,787
Non-Qualified Stock Option (right to buy)	\$ 40.49	01/03/2006		M	6,906	⁽²⁾ 06/01/2011	Common Stock	6,906
Non-Qualified Stock Option (right to buy)	\$ 41.6563	01/03/2006		M	3,750	⁽²⁾ 01/21/2010	Common Stock	3,750
Non-Qualified Stock Option	\$ 53.765	01/03/2006		M	5,000	⁽²⁾ 06/03/2012	Common Stock	5,000

(right to buy)

Non-Qualified

Stock Option \$ 55.9375 01/03/2006

M

38,213

(2)

06/01/2009

Common
Stock

38,2

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN DANIEL J 1000 FEDEX DRIVE MOON TOWNSHIP, PA 15108			President & CEO - FedEx Ground	

Signatures

Daniel J. Sullivan 01/03/2006

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Ownership has been adjusted to reflect dividend paid to all holders of record.

(2) These options first became exercisable one year from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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