

FEDEX CORP
Form 4
October 11, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHARDS CHRISTINE P

(Last) (First) (Middle)
942 SOUTH SHADY GROVE ROAD
(Street)

MEMPHIS, TN 38120

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/10/2016

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)
EVP GENL COUNSEL/SECTY

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 | 10/10/2016 | | M | | 1,101 | A | \$ 90.81 |
| Common Stock | 10/10/2016 | | M | | 22,999 | A | \$ 90.81 |
| Common Stock | 10/10/2016 | | M | | 8,645 | A | \$ 56.31 |
| Common Stock | 10/10/2016 | | M | | 23,100 | A | \$ 78.19 |
| Common Stock | 10/10/2016 | | M | | 24,235 | A | \$ 85.255 |
| | | | | | | | 98,620 |
| | | | | | | | 121,619 |
| | | | | | | | 130,264 |
| | | | | | | | 153,364 |
| | | | | | | | 177,599 |

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Common Stock 10/10/2016 S 80,080 D 173.5923 97,519 (2) D
 \$
(1)

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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (Right to Buy) | \$ 90.81 | 10/10/2016 | | M | 1,101 | <u>(3)</u> 06/02/2018 | Common Stock | 1,101 |
| Non-qualified Stock Option (Right to Buy) | \$ 90.81 | 10/10/2016 | | M | 22,999 | <u>(3)</u> 06/02/2018 | Common Stock | 22,999 |
| Non-qualified Stock Option (Right to Buy) | \$ 56.31 | 10/10/2016 | | M | 8,645 | <u>(3)</u> 06/08/2019 | Common Stock | 8,645 |
| Non-qualified Stock Option (Right to Buy) | \$ 78.19 | 10/10/2016 | | M | 23,100 | <u>(3)</u> 06/07/2020 | Common Stock | 23,100 |
| Non-qualified Stock Option (Right to Buy) | \$ 85.255 | 10/10/2016 | | M | 24,235 | <u>(3)</u> 06/04/2022 | Common Stock | 24,235 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RICHARDS CHRISTINE P 942 SOUTH SHADY GROVE ROAD | | | EVP GENL COUNSEL/SECTY | |

MEMPHIS, TN 38120

Signatures

/s/Christine P.

Richards

10/11/2016

 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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.50 to \$174.11, inclusive. The reporting person undertakes to provide to FedEx Corporation, any security holder of FedEx Corporation or the staff of the Securities and Exchange Commission, upon receipt, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (1) Ownership has been adjusted to reflect dividend paid to all holders of record.
 - (2) These options first 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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