

FEDEX CORP

Form 4

October 11, 2016

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

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

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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) 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.
- (2) Ownership has been adjusted to reflect dividend paid to all holders of record.
- (3) 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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