

GRAF ALAN B JR  
Form 4  
January 13, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GRAF ALAN B JR

(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)  
01/12/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP CHIEF FINANCIAL OFF

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 01/12/2006                           |  | M                              |   | 50,496  | A  | \$ 19.3438                        |
| Common Stock                    | 01/12/2006                           |  | M                              |   | 15,504  | A  | \$ 19.3438                        |
| Common Stock                    | 01/12/2006                           |  | S                              |   | 31,600  | D  | \$ 100 224,135                    |
| Common Stock                    | 01/12/2006                           |  | S                              |   | 2,200   | D  | \$ 100.01 221,935                 |
| Common Stock                    | 01/12/2006                           |  | S                              |   | 500   | D  | \$ 100.02 221,435                 |

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|              |            |   |       |   |           |                    |   |                 |
|--------------|------------|---|-------|---|-----------|--------------------|---|-----------------|
| Common Stock | 01/12/2006 | S | 400   | D | \$ 100.05 | 221,035            | D |                 |
| Common Stock | 01/12/2006 | S | 1,500 | D | \$ 100.06 | 219,535            | D |                 |
| Common Stock | 01/12/2006 | S | 100   | D | \$ 100.09 | 219,435            | D |                 |
| Common Stock | 01/12/2006 | S | 4,000 | D | \$ 100.1  | 215,435            | D |                 |
| Common Stock | 01/12/2006 | S | 1,500 | D | \$ 100.12 | 213,935            | D |                 |
| Common Stock | 01/12/2006 | S | 3,800 | D | \$ 100.13 | 210,135            | D |                 |
| Common Stock | 01/12/2006 | S | 2,800 | D | \$ 100.15 | 207,335            | D |                 |
| Common Stock | 01/12/2006 | S | 1,200 | D | \$ 100.16 | 206,135            | D |                 |
| Common Stock | 01/12/2006 | S | 5,000 | D | \$ 100.21 | 201,135            | D |                 |
| Common Stock | 01/12/2006 | S | 100   | D | \$ 100.22 | 201,035            | D |                 |
| Common Stock | 01/12/2006 | S | 4,800 | D | \$ 100.23 | 196,235            | D |                 |
| Common Stock | 01/12/2006 | S | 3,100 | D | \$ 100.24 | 193,135            | D |                 |
| Common Stock | 01/12/2006 | S | 1,600 | D | \$ 100.25 | 191,535            | D |                 |
| Common Stock | 01/12/2006 | S | 800   | D | \$ 100.3  | 190,735            | D |                 |
| Common Stock | 01/12/2006 | S | 200   | D | \$ 100.34 | 190,535            | D |                 |
| Common Stock | 01/12/2006 | S | 300   | D | \$ 100.35 | 190,235            | D |                 |
| Common Stock | 01/12/2006 | S | 300   | D | \$ 100.36 | 189,935            | D |                 |
| Common Stock | 01/12/2006 | S | 200   | D | \$ 100.4  | 189,735            | D |                 |
| Common Stock |            |   |       |   |           | 421 <sup>(1)</sup> | I | retirement plan |

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

**Persons who respond to the collection of information contained in this form are not**

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**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)      | \$ 19.3438   | 01/12/2006                           |  | M                              | 15,504  | (2) 07/12/2006   | Common Stock  | 15,504                     |
| Non-Qualified Stock Option (right to buy)  | \$ 19.3438   | 01/12/2006                           |  | M                              | 50,496  | (2) 07/12/2006   | Common Stock  | 50,496                     |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| GRAF ALAN B JR<br>942 SOUTH SHADY GROVE ROAD<br>MEMPHIS, TN 38120 |               |           | EVP CHIEF FINANCIAL OFF |       |

## Signatures

Alan B. Graf, Jr. 01/12/2006

\_\_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).

(2) These options first became exercisable four years from date of grant.

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

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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