

Rebholz David F
Form 4
April 01, 2011

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 *
Rebholz David F

(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)
03/31/2011

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)
President & CEO - FedEx Ground

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/31/2011		J ⁽¹⁾	V 3,950 D \$ 0	48,925	D	
Common Stock					851 ⁽²⁾	I	Retirement Plan

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

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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 89.7							<u>(3)</u>	06/01/2015	Common Stock	557
Incentive Stock Option (Right to Buy)	\$ 110.06							<u>(3)</u>	06/01/2016	Common Stock	454
Incentive Stock Option (Right to Buy)	\$ 114.74							<u>(3)</u>	07/09/2017	Common Stock	493
Incentive Stock Option (Right to Buy)	\$ 90.81							<u>(3)</u>	06/02/2018	Common Stock	746
Non-qualified Stock Option (Right to Buy)	\$ 89.7							<u>(3)</u>	06/01/2015	Common Stock	8,049
Non-qualified Stock Option (Right to Buy)	\$ 110.06							<u>(3)</u>	06/01/2016	Common Stock	6,431
Non-qualified Stock Option (Right to Buy)	\$ 114.74							<u>(3)</u>	07/09/2017	Common Stock	6,618
Non-qualified Stock Option (Right to Buy)	\$ 90.81							<u>(3)</u>	06/02/2018	Common Stock	8,280
Non-qualified Stock Option (Right to Buy)	\$ 56.31							<u>(3)</u>	06/08/2019	Common Stock	14,113
Non-qualified Stock Option (Right to Buy)	\$ 78.19							<u>(3)</u>	06/07/2020	Common Stock	13,979

Reporting Owners

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

Signatures

/s/David F.

Rebholz

03/31/2011

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).

Since the date of the reporting person's last ownership report, he transferred 3,950 shares of FedEx common stock and the economic benefit of 38,778 employee stock options to his ex-wife pursuant to a domestic relations order, and he no longer reports as beneficially

(1) owned these transferred securities. Additionally, a total of 5,100 shares of FedEx common stock will be transferred to the reporting person's ex-wife as the restrictions lapse on shares issued pursuant to restricted stock grants dated July 9, 2007, June 2, 2008, June 8, 2009 and June 7, 2010, and the shares will be removed from the reporting person's beneficial ownership at the time of transfer.

(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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