

DUNCAN DOUGLAS G  
 Form 4  
 October 12, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**DUNCAN DOUGLAS G**

(Last) (First) (Middle)  
**1715 AARON BRENNER DRIVE, SUITE 600**  
 (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)  
**10/12/2006**

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)  
**President/CEO/FedEx Freight**

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/12/2006		M		2,777 A \$ 36	38,234	D
Common Stock	10/12/2006		M		422 A \$ 40.49	38,656	D
Common Stock	10/12/2006		M		2,000 A \$ 41.45	40,656	D
Common Stock	10/12/2006		M		2,528 A \$ 55.9375	43,184	D

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

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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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 36	10/12/2006		M	2,777	<u>(1)</u> 06/01/2010	Common Stock	2,777
Incentive Stock Option (right to buy)	\$ 40.49	10/12/2006		M	422	<u>(1)</u> 06/01/2011	Common Stock	422
Incentive Stock Option (right to buy)	\$ 41.45	10/12/2006		M	2,000	<u>(1)</u> 03/19/2011	Common Stock	2,000
Incentive Stock Option (right to buy)	\$ 55.9375	10/12/2006		M	2,528	<u>(1)</u> 06/01/2009	Common Stock	2,528

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNCAN DOUGLAS G 1715 AARON BRENNER DRIVE			President/CEO/FedEx Freight	

SUITE 600  
MEMPHIS, TN 38120

## Signatures

Douglas G.

Duncan

10/12/2006

    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).

(1) 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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