

FEDEX CORP Reported by GRAF ALAN B JR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/21/12 for the Period Ending 12/20/12

Address 942 SOUTH SHADY GROVE ROAD

MEMPHIS, TN 38120-

Telephone 9018187500

CIK 0001048911

Symbol FDX

SIC Code 4513 - Air Courier Services

Industry Air Courier

Sector Transportation

Fiscal Year 05/31





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2.	2. Issuer Name and Ticker or Trading Symbol							ng Symb		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
GRAF ALAN B JR					FEDEX CORP [FDX]														
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY)							DD/YYYY)D	irecto	or	_	10% O	wner	
(Last)	(First)	(Wildu	ic)		2 and of Emilion Transaction (MM/DD/11111)						_x_	X Officer (give title below) Other (specify							
942 SOUTH SHADY GROVE					12/20/2012									below) EVP (¬нг	EF FINA	ANCIAL	OFF	
ROAD		OILO V	_												/111	EI 1111	II (CIIIL	OFF	
	(Street)			4.	If A	mend	ment.	, D	ate	e Orig	inal	File	ed	6. Indi	vidı	al or Joi	nt/Group 1	Filing (Ch	eck
				(M	M/D	D/YYY	Y)			Ü				Applical	ole Li	ne)	•		
MEMPHIS, T	TN 3812	0												V E	rm fi	lad by Ona	Reporting Pe	rcon	
(City)	(State)	(Zip)															han One Rep		n
		<i>-</i>	•			a	••				-			TD 01					
		Table I					$\overline{}$	s A			_			r Benefic					
1. Title of Security (Instr. 3)				2. Trans Date		2A. Deemed	l 3. I Tra			4. Securities Acquired (A or Disposed of (D)					mount of Securities Beneficially ned Following Reported Transaction			6. Ownership	7. Nature of Indirect
						Execution Date, if			((Instr. 3, 4 and 5)			(s) (Instr. 3 and 4	str. 3 and 4)			Form: Direct (D)	Beneficial Ownership	
						any	8)						mou. 5 unu +/			or Indirect	(Instr. 4)		
									(A) or							(I) (Instr. 4)			
							Coc	le \	V .	Amount	(D)]	Price						
Common Stock				12/20/2	2012		М	[]		1549	A	\$0	64.53		14	12824		D	
Common Stock				12/20/2	2012		М	[63451	A	\$0	64.53		20	06275		D	
Common Stock				12/20/2	2012		s			53000	D	\$92.	5216 (1)		15	33275		D	
Common Stock				12/20/2	2012		s			12000	D	\$93.	1703 (2)		14	11275		D	
Common Stock															2	0000		I	by Alan Graf 2012 Family Trust
Common Stock															7	7400		I	By Susan B. Graf Trust
Common Stock															43	37 (3)		I	Retirement Plan
Common Stock															2	0000			by Graf 2012 Family Trust
Tab	le II - Dei	rivative S	ecuriti	es Bei	nefi	cially	Own	ed	(4	<i>e.g</i> . , p	uts	, cal	ls, warr	ants, opti	ons,	convert	ible secui	rities)	
1. Title of Derivate	2.	3. Trans.	3A.	4.		5. Numb				te Exerc				d Amount of			9. Number	10.	11. Nature
Security (Instr. 3)	Conversion or Exercise	Date	Deemed Execution			Derivati [.] Securitie		and	and Expirati		ion Date					Derivative Security		Ownership Form of	p of Indirect Beneficial
	Price of		Date, if	(Inst	r.	Acquire	d (A)						(Instr. 3 a				Securities	Derivative	Ownership
	Derivative Security		any	8)	or Disposed of (D)											Beneficially Owned	Security: Direct (D)	(Instr. 4)	
					(Instr. 3, 4 an			and								Follow	Following Reported	or Indirect (I) (Instr.	
					П	-, <u> </u>		_		-	, .			Amount or			Transaction		
				Code	v	(A)	(D)	Da Ex		isable E		ation	Title	Number of Shares			(s) (Instr. 4)		
Incentive Stock Option (Right to Buy)	\$64.53	12/20/2012		М			549		((4)	5/2/20	013	Common Stock			\$0	0	D	
Non-qualified Stock					\prod														
																			•

Tab	le II - Dei	rivative S	ecurities	s Ben	efi	icia	lly Own	ed (<i>e.g.</i> ,	puts, cal	lls, warr	ants, options	, convert	ible secur	rities)	
	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	•	Deri Secu Acq or D (D)	fumber of ivative arities uired (A) Disposed of tr. 3, 4 and	6. Date Exer and Expirati			Underlying Security	Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Beneficial
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Option (Right to Buy)	\$64.53	12/20/2012		М			63451	(4)	6/2/2013	Common Stock	63451	\$0	0	D	

Explanation of Responses:

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.09 to \$93.00, 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 request, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$93.02 to \$93.25, 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 request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (3) Ownership has been adjusted to reflect dividend paid to all holders of record.
- (4) These options first exercisable one year from date of grant.

Reporting Owners

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

Signatures

/s/ Alan B. Graf, Jr.	12/20/2012			
** Signature of Reporting Person	Date			

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.