

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K/A**  
**(Amendment No. 1)**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended May 31, 2002.**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_ to \_.**

**Commission file number 1-15829**

**FEDEX CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**

**62-1721435**

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

**942 South Shady Grove Road, Memphis, Tennessee**

**38120**

(Address of Principal Executive Offices)

(Zip Code)

**Registrant's telephone number, including area code: (901) 818-7500**

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class

Name of each exchange on which registered

Common Stock, par value \$.10 per share

New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K ( 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

As of July 15, 2002, 297,626,098 shares of the Registrant's common stock were outstanding and the aggregate market value of the voting stock held by non-affiliates of the Registrant (based on the closing sale price of such stock on the New York Stock Exchange) was approximately \$13.9 billion.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's definitive proxy statement to be delivered to stockholders in connection with the 2002 annual meeting of stockholders to be held on September 30, 2002 are incorporated by reference in response to Part III of this Report.

## EXPLANATORY NOTE

FedEx Corporation hereby amends its Annual Report on Form 10-K for the fiscal year ended May 31, 2002 (the "Form 10-K") (filed on July 19, 2002) as set forth in this Annual Report on Form 10-K/A (Amendment No. 1) (the "Form 10-K/A"). This Form 10-K/A includes an amendment to the following section of the Form 10-K:

Page 34. Item 5. Market for Registrant's Common Equity and Related Stockholder Matters. The only change is to correct an EDGAR conversion error in the column headings to the historical stock price table.



## Item 5. Market for Registrant's Common Equity and Related Stockholder Matters

### Stock Price Information

FedEx's common stock is listed on the New York Stock Exchange under the symbol "FDX." The following table sets forth, for the periods indicated, the high and low sale prices per share for the common stock as reported on the NYSE.

	High	Low
Fiscal Year Ended May 31, 2001		
First Quarter	\$ 43.44	\$ 33.38
Second Quarter	49.85	38.04
Third Quarter	48.40	36.35
Fourth Quarter	44.24	35.50
Fiscal Year Ended May 31, 2002		
First Quarter	\$ 43.58	\$ 35.99
Second Quarter	47.50	33.15
Third Quarter	58.91	45.13
Fourth Quarter	61.35	49.85

### Stockholders

As of July 15, 2002, there were 18,075 holders of record of our common stock.

### Dividends

Prior to May 31, 2002, FedEx had never declared a cash dividend, our policy having been to reinvest all earnings in our businesses. On May 31, 2002, our Board of Directors declared a cash dividend of \$0.05 per share on our common stock. We expect to continue to pay regular quarterly cash dividends, though each subsequent quarterly dividend is subject to review and approval by our Board of Directors.

There are no material restrictions on our ability to declare dividends, nor are there any material restrictions on the ability of our subsidiaries to transfer funds to us in the form of cash dividends, loans or advances. See Note 6 of the accompanying audited financial statements.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

F E D E X C O R P O R A T I O N

By: / s / J A M E S S . H U D S O N  
James S. Hudson  
Corporate Vice President —  
Strategic Financial Planning  
and Control

Dated: July 22, 2002

**End of Filing**