

GOTTWALD JOHN D
 Form 4
 February 03, 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 *
GOTTWALD JOHN D

(Last) (First) (Middle)
 1100 BOULDERS PARKWAY
 (Street)
 RICHMOND, VA 23225

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALBEMARLE CORP [ALB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/03/2006

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)

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/03/2006		S	85,655 D \$ 43.6633	392,520 ⁽¹⁾	D	
Common Stock					685,204 ⁽²⁾	I	

Held by Westham Partners, L.P., reporting person is a limited partner & general partner.*

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Common Stock	500,000	I	Held as co-trustee fbo reporting person's family (among others) u/w Floyd D. Gottwald.*
Common Stock	23,148	I	Held by WM Gottwald, trustee Samuel S. Gottwald's Crummey Trust u/a dtd 1/3/89* <u>(4)</u>
Common Stock	7,936	I	Held by Samuel S. Gottwald
Common Stock	799	I	Held as custodian for son, James Christian Gottwald*
Common Stock	3,226	I	Held by WM Gottwald as trustee fbo James Christian Gottwald u/a dtd 10/20/87*
Common Stock	5,374	I	Held by WM Gottwald as trustee fbo James Christian Gottwald u/a dtd 12/21/87*

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Common Stock	23,148	I	Held by WM Gottwald, trustee James Christian Gottwald Crummey Trust u/a dtd 1/3/89* <u>(4)</u>
Common Stock	9,147	I	Held by WM Gottwald, trustee of James Christian Gottwald's Gallo Trust u/a dtd 1/3/89*
Common Stock	13,225	I	Held by WM Gottwald trustee of Charles Houston Gottwald Gallo Trust u/a dtd 9/5/89*
Common Stock	23,060	I	Held by WM Gottwald trustee Charles Houston Gottwald Crummey Trust u/a dtd 9/5/89* <u>(4)</u>
Common Stock	4,424	I	Held by WM Gottwald trustee fbo Charles Houston

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Common Stock	25,691	I	Gottwald u/a dtd 10/18/89* Held by WM Gottwald trustee Margaret Addison Gottwald Crummey Trust u/a dtd 3/9/92* <u>(4)</u>
Common Stock	85,855	I	Held as co-trustee fbo (among others) reporting person's family u/a dtd 12/16/91* <u>(8)</u>
Common Stock	88,725	I	Held by me and James T. Gottwald, trustees fbo reporting person's children u/a dated 4/10/92 * <u>(9)</u>
Common Stock	37,170	I	Held by me and James T. Gottwald as co-trustees WM Gottwald Jr's Crummey Trust u/a dtd 10/13/83* <u>(7)</u>

Common Stock		27,065	I	Held as trustee WM Gottwald Jr.'s Crummey Trust u/a dtd 1/3/89* <u>(5)</u>
Common Stock		27,065	I	Held as trustee Elizabeth I. Gottwald's Crummey Trust u/a dtd 1/3/89* <u>(5)</u>
Common Stock		5,374	I	Held by William M. Gottwald as trustee fbo Samuel S. Gottwald u/a dtd 12/21/87 <u>(6)</u>

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOTTWALD JOHN D 1100 BOULDERS PARKWAY RICHMOND, VA 23225			X	

Signatures

Nicole C. Daniel, attorney
in fact 02/03/2006
**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) Includes 225,733 shares received as a distribution from Westham Partners, L.P.
- (2) Decrease in shares reflect distribution from Westham Partners, L.P.
- (3) Price calculated per the terms of the Agreement between the reporting person and Albemarle Corporation.
- (4) 12,731 shares held of record by Westham Partners, L.P.* Decrease reflects distribution by Westham Partners, L.P.
- (5) 14,175 held of record by Westham Partners, L.P.* Decrease reflects distribution by Westham Partners, L.P.
- (6) Additional Indirect Holdings: 16,660 Held as co-trustee of Elizabeth I. Gottwald's Crummey Trust u/a dtd 3/28/85.* 12,435 shares held of record by Westham Partners, L.P.* Decrease reflects distribution by Westham Partners, L.P. 27,845 Held by me and James T. Gottwald as trustee for the William M. Gottwald Trust dtd 8/18/90.* 9,526 Held by me and William M. Gottwald as trustees fbo James Matthew Gottwald u/a dtd 12/1/81.* 5,486 Held by me and William M. Gottwald as trustees fbo Sarah Wren Gottwald u/a dtd 3/1/83.* 5,236 Held by me as custodian for son, Samuel S. Gottwald.* ; 17,508 shares held by spouse. *Portion of shares held of record by Westham Partners, L.P. * Reporting person disclaims beneficial ownership.
- (7) 27,877 shares held of record by Westham Partners, L.P. Decrease reflects distribution by Westham Partners, L.P.
- (8) 66,544 shares held of record by Westham Partners, L.P. Decrease reflects distribution by Westham Partners, L.P.
- (9) 64,391 shares held of record by Westham Partners, L.P. Decrease reflects distribution by Westham Partners, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.