

ACKLEY ROBERT W
Form 4
February 03, 2005

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 *
ACKLEY ROBERT W

(Last) (First) (Middle)
CROMPTON CORPORATION, 1
EXTRUSION DRIVE
(Street)

PAWCATUCK, CT 06379

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CROMPTON CORP [CK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2005

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)
Executive V.P. - Polymer Proc.

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	02/01/2005		J(1)		4,057	A	\$ 11.17
Common Stock							2,601.4596
Common Stock	02/01/2005		J(2)		1,050.0736	A	\$ 0
Common Stock	02/01/2005		J(3)		962	A	\$ 0
Common Stock	02/01/2005		J(4)		959	A	\$ 0

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Common Stock	02/01/2005	J ⁽⁵⁾	1.37	A	\$ 0	51,2041	I	ESPP
Common Stock	02/01/2005	J ⁽⁶⁾	689	A	\$ 0	25,689	I	Restricted Stock Account
Common Stock	02/01/2005	J ⁽⁷⁾	6,421	D	\$ 11.17	19,268	I	Restricted Stock Account

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 5.85					10/20/2004	11/19/2013	Common Stock	45,000
NQ Stock Option (Right to Buy)	\$ 6.38					01/21/2004	02/20/2013	Common Stock	43,654
NQ Stock Option (Right to Buy)	\$ 7.25					10/22/2003	11/21/2012	Common Stock	26,207
NQ Stock Option (Right to Buy)	\$ 7.92					10/23/2002	11/22/2011	Common Stock	47,374

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Buy)										
NQ Stock Option (Right to Buy)	\$ 8.1562					10/31/2001	11/30/2010	Common Stock	75,000	
NQ Stock Option (Right to Buy)	\$ 8.3437					10/19/2000	11/19/2009	Common Stock	88,015	
NQ Stock Option (Right to Buy)	\$ 13					08/04/1999	12/18/2005	Common Stock	18,808	
NQ Stock Option (Right to Buy)	\$ 14.3438					08/05/1999	11/14/2008	Common Stock	50,000	
NQ Stock Option (Right to Buy)	\$ 14.5					08/04/1999	09/21/2006	Common Stock	72,416	
NQ Stock Option (Right to Buy)	\$ 14.625	02/01/2005		<u>J</u> ⁽⁸⁾	13,163	08/04/1999	11/19/2004	Common Stock	13,163	
NQ Stock Option (Right to Buy)	\$ 16.875					08/04/1999	11/16/2006	Common Stock	20,000	
NQ Stock Option (Right to Buy)	\$ 26.4063					08/04/1999	11/07/2007	Common Stock	20,000	
ISO Stock Option (Right to Buy)	\$ 6.38					01/21/2005	01/21/2013	Common Stock	31,346	

ISO Stock Option (Right to Buy)	\$ 7.25					10/22/2004	10/22/2012	Common Stock	13,793
ISO Stock Option (Right to Buy)	\$ 7.92					10/23/2003	10/23/2011	Common Stock	12,626
ISO Stock Option (Right to Buy)	\$ 8.3437					10/19/2002	10/19/2009	Common Stock	11,985
ISO Stock Option (Right to Buy)	\$ 13					08/04/1999	10/18/2005	Common Stock	7,692
ISO Stock Option (Right to Buy)	\$ 14.5					08/04/1999	08/21/2006	Common Stock	27,584
ISO Stock Option (Right to Buy)	\$ 14.625	02/01/2005		<u>J</u> (8)	6,837	08/04/1999	10/19/2004	Common Stock	6,837

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACKLEY ROBERT W CROMPTON CORPORATION 1 EXTRUSION DRIVE PAWCATUCK, CT 06379			Executive V.P. - Polymer Proc.	

Signatures

Robert W.
Ackley

02/03/2005

**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) Direct holdings increased by 4,057 shares transferred from the 2004-2006 Long Term Incentive Plan (LTIP Trust).
- (2) These shares were acquired during the fiscal year pursuant to the Registrant's Employee Stock Ownership Plan and through reinvestment of dividends paid on the shares in this fund (ESOP Trust).
- (3) These shares were acquired during the fiscal year pursuant to the Long Term Incentive Plan (LTIP Trust (1TA)) and through reinvestment of dividends paid on the shares in this fund.
- (4) These shares were acquired during the fiscal year pursuant to the Long Term Incentive Plan (LTIP Trust 1988) and through reinvestment of dividends paid on the shares in this fund.
- (5) These shares represent the 2/1/05 balance in the individual's Crompton Corporation 2002 Employee Stock Purchase Plan (ESPP).
- (6) These shares were acquired during the fiscal year pursuant to the 2004-2006 Long Term Incentive Plan (Restricted Stock Account) and through reinvestment of dividends paid on the shares in this fund.
- (7) 6,421 Shares were distributed to the reporting person in accordance with the 2004-2006 Long Term Incentive Plan (from Restricted Stock Account) of which 2,364 shares were withheld to satisfy tax withholding requirements.
- (8) Expired by its term without exercise or payment.

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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