

WOOD ROBERT L
Form 4
February 02, 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 *
WOOD ROBERT L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
199 BENSON ROAD

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CEO

MIDDLEBURY, CT 06749

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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⁾ | | 22,890 | A | \$ 11.17 | 95,939 | D | |
| Common Stock | 02/01/2005 | | J ⁽²⁾ | | 3,579 | A | \$ 0 | 133,579 | I | Restricted Stock Account I |
| Common Stock | 02/01/2005 | | J ⁽³⁾ | | 33,392 | D | \$ 11.17 | 100,187 | I | Restricted Stock Account I |
| Common Stock | 02/01/2005 | | J ⁽⁴⁾ | | 5,507 | A | \$ 0 | 205,507 | I | Restricted Stock Account II |

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| | | | | | | | | |
|--------------|------------|------------------|------------|---|----------|------------|---|------------|
| Common Stock | 02/01/2005 | J ⁽⁵⁾ | 1,180.2386 | A | \$ 11.65 | 1,180.2386 | I | ESOP Trust |
| Common Stock | 02/01/2005 | J ⁽⁶⁾ | 12,038 | A | \$ 11.65 | 12,038 | I | BEP Trust |

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) | 8. P... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| NQ Stock Option (Right to Buy) | \$ 7.64 | | | | | 01/20/2005 02/19/2014 | Common Stock | 500,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOOD ROBERT L 199 BENSON ROAD MIDDLEBURY, CT 06749 | | | President and CEO | |

Signatures

Robert L. Wood 02/02/2005
 **Signature of Date
 Reporting Person

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 3,003 shares transferred from the 2004-2006 Long Term Incentive Plan (LTIP Trust).
- (2) These shares were acquired during the fiscal year pursuant to the 2004-2006 Long Term Incentive Plan and through reinvestment of dividends paid on the shares in this fund.
- (3) 33,392 Shares were distributed to the reporting person in accordance with the 2004-2006 Long Term Incentive Plan (from Restricted Stock Account I) of which 10,502 shares were withheld to satisfy tax withholding requirements.
- (4) Restricted shares acquired through reinvestment of dividends paid on the shares in this fund (Restricted Stock Account II).
- (5) These shares were acquired during the fiscal year pursuant to the Registrant's Employee Stock Ownership Plan (ESOP Trust) and through reinvestment of dividends paid on the shares in this fund.
- (6) These shares were acquired during the fiscal year pursuant to the Benefits Equalization Plan Trust (BEP Trust) and through reinvestments of dividends paid on the shares in this fund.

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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