

CROMPTON CORP
Form 5
February 11, 2005

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
PICCOLO C A

(Last) (First) (Middle)

HEALTHPIC CONSULTANTS,
INC., 111 BARCLAY
BOULEVARD

(Street)

LINCOLNSHIRE, IL 60069

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	^	^	^	^	^	^	16,539	D	^
Common Stock	^	^	^	^	^	^	2,831.3928	I	DRIP
Common Stock	^	^	^	^	^	^	24,412	I	DIR/RABBI TRUST

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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. Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 6.38	Â	Â	Â	Â Â	01/21/2004 02/20/2013	Common Stock	8,229
NQ Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â Â	10/22/2003 11/21/2012	Common Stock	9,655
NQ Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â Â	10/23/2002 11/22/2011	Common Stock	8,838
NQ Stock Option (Right to Buy)	\$ 8.1562	Â	Â	Â	Â Â	10/31/2001 11/30/2010	Common Stock	7,500
NQ Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â Â	10/19/2000 10/19/2009	Common Stock	7,500
NQ Stock Option	\$ 8.343	Â	Â	Â	Â Â	10/19/2000 11/19/2009	Common Stock	25,000

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(Right to Buy)												
NQ Stock Option (Right to Buy)	\$ 13							08/04/1999	11/18/2005	Common Stock	1,538	
NQ Stock Option (Right to Buy)	\$ 14.3438							09/01/2000	10/14/2008	Common Stock	5,752	
NQ Stock Option (Right to Buy)	\$ 14.5							08/04/1999	09/21/2006	Common Stock	10,000	
NQ Stock Option (Right to Buy)	\$ 16.0625							08/04/1999	02/24/2005	Common Stock	1,245	
NQ Stock Option (Right to Buy)	\$ 16.875							08/04/1999	11/16/2006	Common Stock	2,963	
NQ Stock Option (Right to Buy)	\$ 21.4375							08/04/1999	02/24/2004	Common Stock	933	
NQ Stock Option (Right to Buy)	\$ 26.4063							08/04/1999	11/07/2007	Common Stock	1,893	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICCOLO C A HEALTHPIC CONSULTANTS, INC. 111 BARCLAY BOULEVARD	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

LINCOLNSHIRE, IL 60069

Signatures

C.A. (Lance)

02/11/2005

Piccolo

__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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.