

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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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 *
VAGNINI MICHAEL F

(Last) (First) (Middle)

(Street)

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)
VP and Controller

6. Individual or Joint/Group Reporting

(check applicable line)

MIDDLEBURY, CT 06749

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)	(A) or (D)	Price	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)
Common Stock	Â	Â	Â	Â	Â	Â	2,023	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	4,372.9832	I	ESOP TRUST
Common Stock	Â	Â	Â	Â	Â	Â	153.4958	I	DRIP
Common Stock	Â	Â	Â	Â	Â	Â	63,485	I	LTIP Trust
	Â	Â	Â	Â	Â	Â	10,275	I	

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Common Stock										Restricted Stock Account
Common Stock	^	^	^	^	^	^	6,500	I		Restricted Stock Account II

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. Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 5.85	^	^	^	^ ^	10/20/2004 11/19/2013	Common Stock	13,812
NQ Stock Option (Right to Buy)	\$ 6.38	^	^	^	^ ^	01/21/2004 02/20/2013	Common Stock	5,690
NQ Stock Option (Right to Buy)	\$ 7.25	^	^	^	^ ^	10/22/2003 10/22/2012	Common Stock	7,132
NQ Stock Option (Right to Buy)	\$ 7.92	^	^	^	^ ^	10/23/2002 11/22/2011	Common Stock	10,000
	\$ 8.1562	^	^	^	^ ^	10/31/2001 11/30/2010		20,000

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NQ Stock Option (Right to Buy)										Common Stock	
NQ Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â	Â	10/19/2000	11/19/2009	Common Stock	40,473	
NQ Stock Option (Right to Buy)	\$ 11.24	Â	Â	Â	Â	Â	11/23/2005	12/22/2014	Common Stock	25,000	
NQ Stock Option (Right to Buy)	\$ 14.3438	Â	Â	Â	Â	Â	08/04/1999	11/14/2008	Common Stock	727	
ISO Stock Option (Right to Buy)	\$ 5.85	Â	Â	Â	Â	Â	10/20/2004	10/19/2013	Common Stock	6,188	
ISO Stock Option (Right to Buy)	\$ 6.38	Â	Â	Â	Â	Â	01/21/2004	01/21/2013	Common Stock	24,310	
ISO Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â	Â	10/22/2003	10/22/2012	Common Stock	12,868	
ISO Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2003	10/23/2011	Common Stock	10,000	
ISO Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â	Â	10/19/2001	10/19/2009	Common Stock	9,527	
	\$ 14.3438	Â	Â	Â	Â	Â	08/04/1999	10/14/2008		7,273	

ISO Stock Option (Right to Buy)										Common Stock	
ISO Stock Option (Right to Buy)	\$ 16.875	^	^	^	^	^	08/04/1999	11/16/2006		Common Stock	5,000
ISO Stock Option (Right to Buy)	\$ 26.4063	^	^	^	^	^	08/04/1999	11/07/2007		Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAGNINI MICHAEL F				
MIDDLEBURY, CT 06749	^	^	^ VP and Controller	^

Signatures

Michael F.
Vagnini

02/11/2005

__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).

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