

RUCK WALTER K
Form 4
February 02, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
RUCK WALTER K

(Last) (First) (Middle)
BENSON ROAD
(Street)

MIDDLEBURY, CT 06749

(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)
Euro, Africa & M.D.

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) | | 3,003 | A | \$ 11.17 | 49,880 | D | |
| Common Stock | 02/01/2005 | | J(2) | | 51,3346 | A | \$ 0 | 9,701.8816 | I | ESOP TRUST |
| Common Stock | 02/01/2005 | | J(3) | | 5,136 | D | \$ 11.17 | 14,864 | I | LTIP Trust |
| Common Stock | 02/01/2005 | | J(4) | | 551 | A | \$ 11.17 | 15,415 | I | LTIP Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | \$ 5.85 | | | | | 10/20/2004 11/19/2013 | Common Stock | 19,265 |
| NQ Stock Option (Right to Buy) | \$ 6.38 | | | | | 01/21/2004 02/20/2013 | Common Stock | 10,690 |
| NQ Stock Option (Right to Buy) | \$ 7.25 | | | | | 10/22/2003 11/21/2012 | Common Stock | 9,863 |
| NQ Stock Option (Right to Buy) | \$ 7.92 | | | | | 10/23/2002 11/22/2011 | Common Stock | 12,500 |
| NQ Stock Option (Right to Buy) | \$ 8.1562 | | | | | 10/31/2001 11/30/2010 | Common Stock | 30,000 |
| NQ Stock Option | \$ 8.343 | | | | | 10/19/2000 11/19/2009 | Common Stock | 81,244 |

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| | | | | | |
|------------------------|------------|--|------------|------------|--------------|
| (Right to Buy) | | | | | |
| NQ Stock Option | \$ 14.3438 | | 08/05/1999 | 11/14/2008 | Common Stock |
| (Right to Buy) | | | | | 26,062 |
| NQ Stock Option | \$ 26.4063 | | 08/04/1999 | 11/07/2007 | Common Stock |
| (Right to Buy) | | | | | 10,722 |
| ISO Stock Option | \$ 5.85 | | 10/20/2004 | 10/19/2013 | Common Stock |
| (Right to Buy) | | | | | 735 |
| ISO Stock Option | \$ 6.38 | | 01/21/2004 | 01/21/2013 | Common Stock |
| (Right to Buy) | | | | | 34,310 |
| ISO Stock Option | \$ 7.25 | | 10/22/2003 | 10/22/2012 | Common Stock |
| (Right to Buy) | | | | | 10,137 |
| ISO Stock Option | \$ 7.92 | | 10/23/2003 | 10/23/2011 | Common Stock |
| (Right to Buy) | | | | | 12,500 |
| ISO Stock Option | \$ 8.343 | | 10/19/2001 | 10/19/2009 | Common Stock |
| (Right to Buy) | | | | | 18,756 |
| ISO Stock Option | \$ 14.3438 | | 08/04/1999 | 10/14/2008 | Common Stock |
| (Right to Buy) | | | | | 3,938 |
| ISO Stock Option | \$ 14.5 | | 08/04/1999 | 08/21/2006 | Common Stock |
| (Right to Buy) | | | | | 15,000 |

