

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 *
HAPPEL MARVIN H

(Last) (First) (Middle)

199 BENSON ROAD

(Street)

MIDDLEBURY, CT 06749

(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)
Former Officer

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) | (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 | 78,035 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 5,617.6754 | I | DRIP |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,256.655 | I | ESOP TRUST |
| Common Stock | Â | Â | Â | Â | Â | Â | 9,156.5223 | I | ESPP |
| | Â | Â | Â | Â | Â | Â | 25,000 | I | |

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Common
Stock

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| NQ Stock Option (Right to Buy) | \$ 6.38 | Â | Â | Â | Â | Â | 01/21/2005 | 06/30/2009 | Common Stock | 75,000 |
| NQ Stock Option (Right to Buy) | \$ 7.25 | Â | Â | Â | Â | Â | 10/22/2003 | 06/30/2009 | Common Stock | 50,000 |
| NQ Stock Option (Right to Buy) | \$ 7.92 | Â | Â | Â | Â | Â | 10/23/2003 | 06/30/2009 | Common Stock | 60,000 |
| NQ Stock Option (Right to Buy) | \$ 8.1562 | Â | Â | Â | Â | Â | 10/31/2001 | 06/30/2009 | Common Stock | 75,000 |
| NQ Stock Option (Right to Buy) | \$ 8.343 | Â | Â | Â | Â | Â | 10/19/2000 | 06/30/2009 | Common Stock | 200,000 |

| | | | | | | | | | | |
|--|------------|---|---|---|---|---|------------|------------|-----------------|--------|
| NQ Stock Option (Right to Buy) | \$ 14.3438 | Â | Â | Â | Â | Â | 08/05/1999 | 11/14/2008 | Common Stock | 40,000 |
| NQ Stock Option (Right to Buy) | \$ 14.5 | Â | Â | Â | Â | Â | 08/04/1999 | 08/21/2006 | Common Stock | 27,584 |
| NQ Stock Option (Right to Buy) | \$ 14.5 | Â | Â | Â | Â | Â | 08/04/1999 | 09/21/2006 | Common Stock | 72,244 |
| NQ Stock Option (Right to Buy) | \$ 16.875 | Â | Â | Â | Â | Â | 08/04/1999 | 11/16/2006 | Common Stock | 20,000 |
| NQ Stock Option (Right to Buy) | \$ 26.4063 | Â | Â | Â | Â | Â | 08/04/1999 | 11/07/2007 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| HAPPEL MARVIN H 199 BENSON ROAD MIDDLEBURY, CT 06749 | Â | Â | Â | Former Officer |

Signatures

Marvin H.
Happel

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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