

CROMPTON CORP
Form 4
May 05, 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 *
VAGNINI MICHAEL F

(Last) (First) (Middle)

(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)
05/02/2005

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)
VP and Controller

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					3,389	D	
Common Stock	05/05/2005		J ⁽¹⁾		93	A	\$ 0
Common Stock	05/05/2005		J ⁽²⁾		14.1726	A	\$ 0
Common Stock	05/02/2005		J ⁽³⁾		19,120	D	\$ 13.97
Common Stock	05/03/2005		J ⁽⁴⁾		200	D	\$ 14.13
					4,568	I	ESOP TRUST
					167.6684	I	DRIP
					44,365	I	LTIP Trust
					44,165	I	LTIP Trust

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Common Stock	05/05/2005		J ⁽⁵⁾	238	A	\$ 0	44,403	I	LTIP Trust
Common Stock							7,707	I	Restricted Stock Account
Common Stock							6,500	I	Restricted Stock Account II
Common Stock							7,000	I	Restricted Stock Account III

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. Price or Deriv Secur (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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	\$ 7.25					10/22/2003 10/22/2012	Common Stock	7,132	

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Option (Right to Buy)						
NQ Stock Option (Right to Buy)	\$ 7.92	10/23/2002	11/22/2011	Common Stock	10,000	
NQ Stock Option (Right to Buy)	\$ 8.1562	10/31/2001	11/30/2010	Common Stock	20,000	
NQ Stock Option (Right to Buy)	\$ 8.343	10/19/2000	11/19/2009	Common Stock	40,473	
NQ Stock Option (Right to Buy)	\$ 11.24	11/23/2005	12/22/2014	Common Stock	25,000	
NQ Stock Option (Right to Buy)	\$ 12.92	02/23/2006	03/22/2015	Common Stock	21,000	
NQ Stock Option (Right to Buy)	\$ 14.3438	08/04/1999	11/14/2008	Common Stock	727	
ISO Stock Option (Right to Buy)	\$ 5.85	10/20/2004	10/19/2013	Common Stock	6,188	
ISO Stock Option (Right to Buy)	\$ 6.38	01/21/2004	01/21/2013	Common Stock	24,310	
ISO Stock Option	\$ 7.25	10/22/2003	10/22/2012	Common Stock	12,868	

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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.

- (2) These shares were acquired during the fiscal year pursuant to the Registrant's Dividend Reinvestment Plan and through the reinvestment of dividends paid on the shares in this fund.

- (3) 19,120 shares were distributed to the reporting person in accordance with the LTIP Plan of which all 19,120 shares were withheld to satisfy tax withholding requirements. It is anticipated that 44,403 shares, representing the balance of the shares in the LTIP account, will be transferred to the reporting person on or about May 9, 2005.

- (4) 200 shares were distributed to the reporting person in accordance with the LTIP Plan of which all 200 shares were withheld to satisfy tax withholding requirements. It is anticipated that 44,403 shares, representing the balance of the shares in the LTIP account, will be transferred to the reporting person on or about May 9, 2005.

- (5) These shares were acquired during the fiscal year pursuant to the 1988 Long Term Incentive Plan and through reinvestment 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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