

FERGUSON JOHN T II
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 *
FERGUSON JOHN T II

(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. 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)
Senior V.P. & General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/01/2005 | | J ⁽¹⁾ | 4,064 A \$ 11.17 | 94,655 | D | |
| Common Stock | | | | | 25,663 | I | BEP TRUST |
| Common Stock | | | | | 9,698.54 | I | LTIP TRUST (1988) |
| Common Stock | 02/01/2005 | | J ⁽²⁾ | 689 A \$ 0 | 25,689 | I | Restricted Stock Account |
| | 02/02/2005 | | J ⁽³⁾ | 6,421 D | 19,268 | I | |

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| | | | |
|--------------|----------|---|-----------------------------|
| Common Stock | \$ 11.17 | | Restricted Stock Account |
| Common Stock | 5,000 | 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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(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. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | 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 | 45,000 | |
| NQ Stock Option (Right to Buy) | \$ 6.38 | | | | | 01/21/2004 02/20/2013 | Common Stock | 43,654 | |
| NQ Stock Option (Right to Buy) | \$ 7.25 | | | | | 10/22/2003 11/21/2012 | Common Stock | 36,207 | |
| NQ Stock Option (Right to Buy) | \$ 7.92 | | | | | 10/23/2002 11/22/2011 | Common Stock | 47,374 | |

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| | | | | | |
|---|------------|------------|------------|-----------------|---------|
| NQ Stock Option (Right to Buy) | \$ 8.1562 | 10/31/2001 | 11/30/2010 | Common Stock | 75,000 |
| NQ Stock Option (Right to Buy) | \$ 8.3437 | 10/19/2000 | 11/19/2009 | Common Stock | 188,015 |
| NQ Stock Option (Right to Buy) | \$ 11.24 | 11/23/2005 | 12/22/2014 | Common Stock | 10,000 |
| NQ Stock Option (Right to Buy) | \$ 13 | 08/04/1999 | 11/18/2005 | Common Stock | 4,589 |
| NQ Stock Option (Right to Buy) | \$ 14.3438 | 08/05/1999 | 11/14/2008 | Common Stock | 40,000 |
| NQ Stock Option (Right to Buy) | \$ 14.5 | 08/04/1999 | 09/21/2006 | Common Stock | 70,227 |
| NQ Stock Option (Right to Buy) | \$ 16.875 | 08/04/1999 | 11/16/2006 | Common Stock | 20,000 |
| NQ Stock Option (Right to Buy) | \$ 26.4063 | 08/04/1999 | 11/07/2007 | Common Stock | 20,000 |
| ISO Stock Option (Right to Buy) | \$ 6.38 | 01/21/2005 | 01/21/2013 | Common Stock | 31,346 |
| | \$ 7.25 | 10/22/2004 | 10/22/2012 | | 13,793 |

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- (3) 6,421 Shares were distributed to the reporting person in accordance with the 2004-2006 Long Term Incentive Plan (from Restricted Stock Account) of which 2,357 shares were withheld to satisfy tax withholding requirements.

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