

FERGUSON JOHN T II
Form 5
February 13, 2006

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 *
FERGUSON JOHN T II

2. Issuer Name and Ticker or Trading Symbol
Chemtura CORP [CEM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

199 BENSON ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Former SVP & General Counsel

4. If Amendment, Date Original Filed(Month/Day/Year)

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) | Amount | (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 | Â | 94,655 | D | Â |
| Common Stock | 12/31/2005 | Â | J ⁽¹⁾ | 363 | A | \$ 0 | 26,026 | 26,026 | I | BEP TRUST |
| Common Stock | 12/31/2005 | Â | J ⁽²⁾ | 26,026 | D | \$ 0 | 0 | 0 | I | BEP TRUST |
| Common Stock | 12/31/2005 | Â | J ⁽³⁾ | 246 | A | \$ 0 | 9,944.54 | 9,944.54 | I | LTIP TRUST (1988) |

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| | | | | | | | | | |
|--------------|------------|---|------------------|--------|---|------|--------|---|------------------------------|
| Common Stock | 12/31/2005 | Â | J ⁽⁴⁾ | 245 | A | \$ 0 | 19,513 | I | Restricted Stock Account |
| Common Stock | Â | Â | Â | Â | Â | Â | 5,000 | I | Restricted Stock Account II |
| Common Stock | 12/31/2005 | Â | J ⁽⁵⁾ | 40 | A | \$ 0 | 3,240 | I | Restricted Stock Account III |
| Common Stock | 12/31/2005 | Â | J ⁽⁶⁾ | 26,026 | A | \$ 0 | 26,026 | I | Supplemental Savings Plan |

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.

SEC 2270
(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 |
| ISO Stock Option (Right to Buy) | \$ 6.38 | Â | Â | Â | Â | Â | 01/21/2005 | 01/21/2013 | Common Stock | 31,346 |
| ISO Stock Option (Right to Buy) | \$ 7.25 | Â | Â | Â | Â | Â | 10/22/2004 | 10/22/2012 | Common Stock | 13,793 |
| ISO Stock Option (Right to Buy) | \$ 7.92 | Â | Â | Â | Â | Â | 10/23/2003 | 10/23/2011 | Common Stock | 12,626 |
| ISO Stock | \$ 8.3437 | Â | Â | Â | Â | Â | 10/19/2002 | 10/19/2009 | Common Stock | 11,985 |

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|---|-----------|---|---|---|---|---|------------|------------|-----------------|---------|--|
| Option (Right to Buy) | | | | | | | | | | | |
| ISO Stock Option (Right to Buy) | \$ 13 | Â | Â | Â | Â | Â | 08/04/1999 | 10/18/2005 | Common Stock | 5,911 | |
| ISO Stock Option (Right to Buy) | \$ 14.5 | Â | Â | Â | Â | Â | 08/04/1999 | 08/21/2006 | Common Stock | 29,773 | |
| NQ Stock Option (Right to Buy) | \$ 5.85 | Â | Â | Â | Â | Â | 10/20/2004 | 11/19/2013 | Common Stock | 45,000 | |
| NQ Stock Option (Right to Buy) | \$ 6.38 | Â | Â | Â | Â | Â | 01/21/2004 | 02/20/2013 | Common Stock | 43,654 | |
| NQ Stock Option (Right to Buy) | \$ 7.25 | Â | Â | Â | Â | Â | 10/22/2003 | 11/21/2012 | Common Stock | 36,207 | |
| NQ Stock Option (Right to Buy) | \$ 7.92 | Â | Â | Â | Â | Â | 10/23/2002 | 11/22/2011 | Common Stock | 47,374 | |
| NQ Stock Option (Right to Buy) | \$ 8.1562 | Â | Â | Â | Â | Â | 10/31/2001 | 11/30/2010 | Common Stock | 75,000 | |
| NQ Stock Option (Right to Buy) | \$ 8.3437 | Â | Â | Â | Â | Â | 10/19/2000 | 11/19/2009 | Common Stock | 188,015 | |
| NQ Stock Option | \$ 11.24 | Â | Â | Â | Â | Â | 11/23/2005 | 12/22/2014 | Common Stock | 10,000 | |

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).
- (5) These shares were acquired during the fiscal year through the reinvestment of dividends paid on the shares in this fund.
- (2) The BEP Trust was terminated as of 12/31/05 and the shares transferred to the Registrant's Supplemental Savings Plan.
- (4) These shares were acquired during the fiscal year pursuant to the Registrant's Restricted Stock Account and through the reinvestment of dividends paid on shares in this fund.
- (1) These shares were acquired during the fiscal year pursuant to the Registrant's Benefit Equalization Plan (BEP) and through the reinvestment of dividends paid on the shares in this fund.
- (6) Opening balance in Registrant's Supplemental Savings Plan representing a transfer of 26,026 shares from the BEP Trust.
- (3) These shares were acquired during the fiscal year pursuant to the Registrant's Long-Term Incentive Plan (LTIP) and through the 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 provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.