

HEADRICK ROGER L  
Form 4  
January 28, 2005

**FORM 4**

**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).

**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 \*  
HEADRICK ROGER L

(Last) (First) (Middle)  
708 WIDSTEN CIRCLE  
(Street)

WAYZATA, MN 55391

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CROMPTON CORP [CK]

3. Date of Earliest Transaction (Month/Day/Year)  
01/26/2005

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)  
Director

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  | Price  |   |
| Common Stock                    |                                      |  |                                |   | 59,677  |  | D   |
| Common Stock                    | 01/26/2005                           |  | J(1)                           |   | 506.8637  | \$ 0   | 3,166.5288 I DRIP                                     |
| Common Stock                    | 01/26/2005                           |  | J(2)                           |   | 878   | \$ 0   | 32,929 I DIR/RABBI TRUST                              |
| Common Stock                    | 01/26/2005                           |  | J(3)                           |   | 6,052   | \$ 10.74   | 6,052 I 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) | 8. F. Derivative Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| NQ Stock Option (Right to Buy)             | \$ 7.25  |                                      |  |                                |   | 10/22/2003   | 11/21/2012  | Common Stock                                 | 9,655                      |
| NQ Stock Option (Right to Buy)             | \$ 7.92  |                                      |  |                                |   | 10/23/2002   | 11/22/2011  | Common Stock                                 | 8,838                      |
| NQ Stock Option (Right to Buy)             | \$ 8.1562  |                                      |  |                                |   | 10/31/2001   | 11/30/2010  | Common Stock                                 | 7,500                      |
| NQ Stock Option (Right to Buy)             | \$ 8.343   |                                      |  |                                |   | 10/19/2000   | 10/19/2009  | Common Stock                                 | 7,500                      |
| NQ Stock Option (Right to Buy)             | \$ 8.343   |                                      |  |                                |   | 10/19/2000   | 11/19/2009  | Common Stock                                 | 25,000                     |
| NQ Stock Option                            | \$ 13  |                                      |  |                                |   | 08/04/1999   | 11/18/2005  | Common Stock                                 | 1,538                      |



## 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).
- (1) 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.
- (2) These shares were acquired during the fiscal year pursuant to the Directors Deferred Compensation Plan and through reinvestment of dividends paid on the shares in this fund.
- (3) The Reporting Person received these shares of the Registrant's common stock in lieu of receiving a portion of his cash compensation for service as a member of the Board of Directors.
- (4) Expired by its term without exercise or payment.

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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