

RUCK WALTER K
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 *
RUCK WALTER K

(Last) (First) (Middle)

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)
Euro, Africa & M.D.

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	02/01/2005		J(1)		3,003	A	\$ 11.17	49,880	D	
Common Stock	02/01/2005		J(2)		51,3346	A	\$ 0	9,701.8816	I	ESOP TRUST
Common Stock	02/01/2005		J(3)		5,136	D	\$ 11.17	14,864	I	LTIP Trust
Common Stock	02/01/2005		J(4)		551	A	\$ 11.17	15,415	I	LTIP Trust

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. Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 5.85					10/20/2004 11/19/2013	Common Stock	19,265
NQ Stock Option (Right to Buy)	\$ 6.38					01/21/2004 02/20/2013	Common Stock	10,690
NQ Stock Option (Right to Buy)	\$ 7.25					10/22/2003 11/21/2012	Common Stock	9,863
NQ Stock Option (Right to Buy)	\$ 7.92					10/23/2002 11/22/2011	Common Stock	12,500
NQ Stock Option (Right to Buy)	\$ 8.1562					10/31/2001 11/30/2010	Common Stock	30,000
NQ Stock Option	\$ 8.343					10/19/2000 11/19/2009	Common Stock	81,244

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(Right to Buy)					
NQ Stock Option	\$ 14.3438		08/05/1999	11/14/2008	Common Stock
(Right to Buy)					26,062
NQ Stock Option	\$ 26.4063		08/04/1999	11/07/2007	Common Stock
(Right to Buy)					10,722
ISO Stock Option	\$ 5.85		10/20/2004	10/19/2013	Common Stock
(Right to Buy)					735
ISO Stock Option	\$ 6.38		01/21/2004	01/21/2013	Common Stock
(Right to Buy)					34,310
ISO Stock Option	\$ 7.25		10/22/2003	10/22/2012	Common Stock
(Right to Buy)					10,137
ISO Stock Option	\$ 7.92		10/23/2003	10/23/2011	Common Stock
(Right to Buy)					12,500
ISO Stock Option	\$ 8.343		10/19/2001	10/19/2009	Common Stock
(Right to Buy)					18,756
ISO Stock Option	\$ 14.3438		08/04/1999	10/14/2008	Common Stock
(Right to Buy)					3,938
ISO Stock Option	\$ 14.5		08/04/1999	08/21/2006	Common Stock
(Right to Buy)					15,000

Buy)

ISO Stock Option (Right to Buy)	\$ 26.4063				08/04/1999	10/07/2007	Common Stock	4,278
NQ Rights Option	\$ 13.5742	02/01/2005	<u>J</u> ⁽⁵⁾	4,796	08/21/1996	09/30/2004	Common Stock	4,796

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUCK WALTER K BENSON ROAD MIDDLEBURY, CT 06749			Euro, Africa & M.D.	

Signatures

Walter K. Ruck 02/02/2005

 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).
- (1) Direct holdings increased by 3,003 shares transferred from the 2004-2006 Long Term Incentive Plan (LTIP Trust).
- (2) 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.
- (3) 5,136 Shares were distributed to the reporting person in accordance with the 2004-2006 Long Term Incentive Plan (from Restricted Stock Account I) of which 2,133 shares were withheld to satisfy tax withholding requirements.
- (4) These shares were acquired during the fiscal year pursuant to the 2004-2006 Long Term Incentive Plan and through reinvestment of dividends paid on the shares in this fund.
- (5) 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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