#### **CROMPTON CORP**

Form 5

February 11, 2005

### FORM 5

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Estimated average

**OMB** 

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer WOOLF PATRICIA K Symbol CROMPTON CORP [CK] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) \_X\_ Director 10% Owner Officer (give title \_ Other (specify 12/31/2004 below) below) 506 QUAKER ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

### PRINCETON. NJÂ 08540

\_X\_ Form Filed by One Reporting Person \_\_\_ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tal	ole I - Non-De	rivative S	ecurit	ies Acq	quired, Disposed	of, or Benefi	cially 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. Securi Acquired Disposed (Instr. 3,	l (A) of (D) 4 and (A) or	))	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	11,163	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,504.1511	I	DRIP
Common Stock	Â	Â	Â	Â	Â	Â	20,950	I	DIR/RABBI TRUST

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)

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Number		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
NQ Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â	Â	10/22/2003	11/21/2012	Common Stock	9,655
NQ Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2002	11/22/2011	Common Stock	8,838
NQ Stock Option (Right to Buy)	\$ 8.1562	Â	Â	Â	Â	Â	10/31/2001	11/30/2010	Common Stock	7,500
NQ Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â	Â	10/19/2000	10/19/2009	Common Stock	7,500
NQ Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â	Â	10/19/2000	11/19/2009	Common Stock	25,000
NQ Stock Option (Right to Buy)	\$ 13	Â	Â	Â	Â	Â	08/04/1999	11/18/2005	Common Stock	1,538
NQ Stock	\$ 14.3438	Â	Â	Â	Â	Â	08/05/1999	11/14/2008	Common Stock	5,752

Option (Right to Buy)										
NQ Stock Option (Right to Buy)	\$ 14.5	Â	Â	Â	Â	Â	08/04/1999	09/21/2006	Common Stock	10,000
NQ Stock Option (Right to Buy)	\$ 16.0625	Â	Â	Â	Â	Â	08/04/1999	02/24/2005	Common Stock	1,245
NQ Stock Option (Right to Buy)	\$ 16.875	Â	Â	Â	Â	Â	08/04/1999	11/16/2006	Common Stock	2,963
NQ Stock Option (Right to Buy)	\$ 26.4063	Â	Â	Â	Â	Â	08/04/1999	11/07/2007	Common Stock	1,893

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
WOOLF PATRICIA K 506 QUAKER ROAD PRINCETON, NJ 08540	ÂX	Â	Â	Â				

## **Signatures**

Patricia K.
Woolf

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

Reporting Owners 3

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).