

CROMPTON CORP
 Form 5
 February 11, 2005

FORM 5

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

OMB APPROVAL

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 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 *
 ACKLEY ROBERT W

(Last) (First) (Middle)

CROMPTON CORPORATION, 1
 EXTRUSION DRIVE

(Street)

PAWCATUCK, CT 06379

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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)
 Executive V.P. - Polymer Proc.

6. Individual or Joint/Group Reporting

(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)	(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	^	^	^	^	^	^	163,643	D	^
Common Stock	^	^	^	^	^	^	2,601.4596	I	By Wife
Common Stock	^	^	^	^	^	^	3,357.6896	I	ESOP Trust
Common Stock	^	^	^	^	^	^	35,870.77	I	LTIP Trust (1TA)

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Common Stock	Â	Â	Â	Â	Â	Â	15,037.14	I	LTIP Trust 1988
Common Stock	Â	Â	Â	Â	Â	Â	49.8341	I	ESPP
Common Stock	Â	Â	Â	Â	Â	Â	25,689	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. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
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	26,207
NQ Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2002	11/22/2011	Common Stock	47,374

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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	88,015
NQ Stock Option (Right to Buy)	\$ 13	Â	Â	Â	Â	Â	08/04/1999	12/18/2005	Common Stock	18,808
NQ Stock Option (Right to Buy)	\$ 14.3438	Â	Â	Â	Â	Â	08/05/1999	11/14/2008	Common Stock	50,000
NQ Stock Option (Right to Buy)	\$ 14.5	Â	Â	Â	Â	Â	08/04/1999	09/21/2006	Common Stock	72,416
NQ Stock Option (Right to Buy)	\$ 16.875	Â	Â	Â	Â	Â	08/04/1999	11/16/2006	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 26.4063	Â	Â	Â	Â	Â	08/04/1999	11/07/2007	Common Stock	20,000
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
	\$ 7.92	Â	Â	Â	Â	Â	10/23/2003	10/23/2011		12,626

ISO Stock Option (Right to Buy)										Common Stock	
ISO Stock Option (Right to Buy)	\$ 8.3437	^	^	^	^	^	10/19/2002	10/19/2009		Common Stock	11,985
ISO Stock Option (Right to Buy)	\$ 13	^	^	^	^	^	08/04/1999	10/18/2005		Common Stock	7,692
ISO Stock Option (Right to Buy)	\$ 14.5	^	^	^	^	^	08/04/1999	08/21/2006		Common Stock	27,584

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACKLEY ROBERT W CROMPTON CORPORATION 1 EXTRUSION DRIVE PAWCATUCK, CT 06379	^	^	^ Executive V.P. - Polymer Proc.	^

Signatures

Robert W.
Ackley

02/11/2005

__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).

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