Godfrey David P Form 5 February 09, 2006

Common

Stock

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**OMB APPROVAL** 

## FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Godfrey David P Symbol Chemtura CORP [CEM] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner X \_ Officer (give title Other (specify 12/31/2005 below) below) 199 BENSON ROAD Former V.P., Human Resources (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) MIDDLEBURY, CTÂ 06749 \_X\_ 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 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect Beneficially (Instr. 3) Code Disposed of (D) (D) or Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or 4) Amount (D) Price Common Â Â Â Â Â Â 219.5918 I **ESPP** Stock Restricted Common Â Â Â Â Â Â 6,500 I Stock Stock Account

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7,089

1,988.13

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Restricted

Account I

Stock

Common Stock

Savings Plan (401K) 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)

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
NQ Stock Option (Right to Buy)	\$ 5.85	Â	Â	Â	Â	Â	10/20/2004	11/19/2013	Common Stock	1,333
NQ Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â	Â	10/22/2004	11/21/2012	Common Stock	4,000
NQ Stock Option (Right to Buy)	\$ 11.24	Â	Â	Â	Â	Â	11/23/2005	12/22/2014	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 12.92	Â	Â	Â	Â	Â	02/23/2006	03/22/2015	Common Stock	21,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Godfrey David P

199 BENSON ROAD Â Â Â Former V.P., Human Resources Â

MIDDLEBURY, CTÂ 06749

## **Signatures**

Reporting Person

David P.
Godfrey

\*\*Signature of 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).

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.

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