

FERGUSON JOHN T II
Form 5
February 13, 2006

FORM 5

**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).
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 *
FERGUSON JOHN T II

2. Issuer Name and Ticker or Trading Symbol
Chemtura CORP [CEM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

199 BENSON ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Former SVP & General Counsel

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MIDDLEBURY, CT 06749

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 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)	Amount (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	Â	Â	Â	Â	Â	Â	94,655	D	Â
Common Stock	12/31/2005	Â	J(1)	363	A	\$ 0	26,026	I	BEP TRUST
Common Stock	12/31/2005	Â	J(2)	26,026	D	\$ 0	0	I	BEP TRUST
Common Stock	12/31/2005	Â	J(3)	246	A	\$ 0	9,944.54	I	LTIP TRUST (1988)

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Common Stock	12/31/2005	Â	J ⁽⁴⁾	245	A	\$ 0	19,513	I	Restricted Stock Account
Common Stock	Â	Â	Â	Â	Â	Â	5,000	I	Restricted Stock Account II
Common Stock	12/31/2005	Â	J ⁽⁵⁾	40	A	\$ 0	3,240	I	Restricted Stock Account III
Common Stock	12/31/2005	Â	J ⁽⁶⁾	26,026	A	\$ 0	26,026	I	Supplemental Savings Plan

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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
ISO Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2003	10/23/2011	Common Stock	12,626
ISO Stock	\$ 8.3437	Â	Â	Â	Â	Â	10/19/2002	10/19/2009	Common Stock	11,985

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Option (Right to Buy)											
ISO Stock Option (Right to Buy)	\$ 13	Â	Â	Â	Â	Â	08/04/1999	10/18/2005	Common Stock	5,911	
ISO Stock Option (Right to Buy)	\$ 14.5	Â	Â	Â	Â	Â	08/04/1999	08/21/2006	Common Stock	29,773	
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	36,207	
NQ Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2002	11/22/2011	Common Stock	47,374	
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	188,015	
NQ Stock Option	\$ 11.24	Â	Â	Â	Â	Â	11/23/2005	12/22/2014	Common Stock	10,000	

(Right to Buy)												
NQ Stock Option (Right to Buy)	\$ 12.92	^	^	^	^	^	02/23/2006	03/22/2015	Common Stock	9,500		
NQ Stock Option (Right to Buy)	\$ 13	^	^	^	^	^	08/04/1999	11/18/2005	Common Stock	4,589		
NQ Stock Option (Right to Buy)	\$ 14.3438	^	^	^	^	^	08/05/1999	11/14/2008	Common Stock	40,000		
NQ Stock Option (Right to Buy)	\$ 14.5	^	^	^	^	^	08/04/1999	09/21/2006	Common Stock	70,227		
NQ Stock Option (Right to Buy)	\$ 16.875	^	^	^	^	^	08/04/1999	11/16/2006	Common Stock	20,000		
NQ Stock Option (Right to Buy)	\$ 26.4063	^	^	^	^	^	08/04/1999	11/07/2007	Common Stock	20,000		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON JOHN T II 199 BENSON ROAD MIDDLEBURY, CT 06749	^	^	^	Former SVP & General Counsel ^

Signatures

John T. Ferguson II 02/13/2006

**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).
- (5) These shares were acquired during the fiscal year through the reinvestment of dividends paid on the shares in this fund.
- (2) The BEP Trust was terminated as of 12/31/05 and the shares transferred to the Registrant's Supplemental Savings Plan.
- (4) These shares were acquired during the fiscal year pursuant to the Registrant's Restricted Stock Account and through the reinvestment of dividends paid on shares in this fund.
- (1) These shares were acquired during the fiscal year pursuant to the Registrant's Benefit Equalization Plan (BEP) and through the reinvestment of dividends paid on the shares in this fund.
- (6) Opening balance in Registrant's Supplemental Savings Plan representing a transfer of 26,026 shares from the BEP Trust.
- (3) These shares were acquired during the fiscal year pursuant to the Registrant's Long-Term Incentive Plan (LTIP) and through the reinvestment of dividends paid on the shares in this fund.

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.