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Common Stock	1,000,000	I	Held as co-trustee fbo reporting person's family (among others) u/w Floyd D. Gottwald.*
Common Stock	41,402	I	Held by WM Gottwald, trustee Samuel S. Gottwald's Crummey Trust u/a dtd 1/3/89* <u>(3)</u>
Common Stock	27,010	I	Held by Samuel S. Gottwald
Common Stock	1,598	I	Held as custodian for son, James Christian Gottwald*
Common Stock	6,452	I	Held by WM Gottwald as trustee fbo James Christian Gottwald u/a dtd 10/20/87*
Common Stock	11,414	I	Held by WM Gottwald as trustee fbo James Christian Gottwald u/a dtd 12/21/87*

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Common Stock	41,402	I	Held by WM Gottwald, trustee James Christian Gottwald Crummey Trust u/a dtd 1/3/89* <u>(3)</u>
Common Stock	18,294	I	Held by WM Gottwald, trustee of James Christian Gottwald's Gallo Trust u/a dtd 1/3/89*
Common Stock	26,450	I	Held by WM Gottwald trustee of Charles Houston Gottwald Gallo Trust u/a dtd 9/5/89*
Common Stock	41,226	I	Held by WM Gottwald trustee Charles Houston Gottwald Crummey Trust u/a dtd 9/5/89* <u>(3)</u>
Common Stock	9,514	I	Held by WM Gottwald as trustee fbo Charles Houston

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Common Stock	47,154	I	Gottwald u/a dtd 10/18/89* Held by WM Gottwald as trustee Margaret Addison Gottwald Crummey Trust u/a dtd 3/9/92* <u>(3)</u>
Common Stock	146,954	I	Held as co-trustee fbo (among others) reporting person's family u/a dtd 12/16/91* <u>(4)</u>
Common Stock	151,865	I	Held as co-trustee fbo reporting person's children u/a dated 4/10/92 * <u>(5)</u>
Common Stock	63,623	I	Held as co-trustee fbo WM Gottwald Jr's Trust u/a dtd 10/13/83* <u>(6)</u>
Common Stock	48,680	I	Held as trustee WM Gottwald Jr.'s Crummey Trust u/a dtd 1/3/89*

Common Stock	48,680	I	(7) Held as trustee Elizabeth I. Gottwald's Crummey Trust u/a dtd 1/3/89*
Common Stock	10,748	I	(7) Held by William M. Gottwald as trustee fbo Samuel S. Gottwald u/a dtd 12/21/87
Common Stock	28,516	I	Held as trustee of Elizabeth I. Gottwald Trust u/a 3/28/85 (8)
Common Stock	35,016	I	Held by Spouse (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOTTWALD JOHN D 1100 BOULDERS PARKWAY RICHMOND, VA 23225	X	X		

## Signatures

Nicole C. Daniel, attorney  
in fact

12/06/2007

\_\_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) Includes 312,435 shares received as a distribution from Westham Partners, L.P.

Price calculated per the terms of an Agreement between Westham Partners, L.P. and Albemarle Corporation. Decrease in shares reflects

(2) (i) distribution from Westham Partners, L.P. and (ii) proportionate decrease for sale of shares from Westham Partners, L.P. Reporting person disclaims beneficial ownership.

(3) 14,694 shares held of record by Westham Partners, L.P. Decrease in shares reflects (i) distribution from Westham Partners, L.P. and (ii) proportionate decrease for sale of shares from Westham Partners, L.P.

(4) 74,318 shares held of record by Westham Partners, L.P. Decrease in shares reflects (i) distribution from Westham Partners, L.P. and (ii) proportionate decrease for sale of shares from Westham Partners, L.P.

(5) 76,802 shares held of record by Westham Partners, L.P. Decrease in shares reflects (i) distribution from Westham Partners, L.P. and (ii) proportionate decrease for sale of shares from Westham Partners, L.P.

(6) 32,175 shares held of record by Westham Partners, L.P. Decrease in shares reflects (i) distribution from Westham Partners, L.P. and (ii) proportionate decrease for sale of shares from Westham Partners, L.P.

(7) 16,360 shares held of record by Westham Partners, L.P. Decrease in shares reflects (i) distribution from Westham Partners, L.P. and (ii) proportionate decrease for sale of shares from Westham Partners, L.P.

(8) 14,421 shares held of record by Westham Partners, L.P. Decrease in shares reflects (i) distribution from Westham Partners, L.P. and (ii) proportionate decrease for sale of shares from Westham Partners, L.P.

Additional Indirect Holdings: 55,690 Held as co-trustee for the William M. Gottwald Trust dtd 8/16/90.\* 19,052 Held as co-trustee fbo

(9) James Matthew Gottwald u/a dtd 12/1/81.\* 10,972 Held as co-trustee fbo Sarah Wren Gottwald u/a dtd 3/1/83.\* \* Reporting person disclaims beneficial ownership.

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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