

CROMPTON CORP
Form 5
February 10, 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 *
SHAINMAN BARRY J

(Last) (First) (Middle)

199 BENSON ROAD

(Street)

MIDDLEBURY, CT 06749

(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)
Secretary

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) (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	14,788	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	4,228.6231	I	Esop
Common Stock	Â	Â	Â	Â	Â	Â	5,000	I	Restricted Stock Account

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

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SEC 2270 (9-02)

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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)	\$ 11.24	Â	Â	Â	Â	Â	11/23/2005 ⁽¹⁾	12/22/2014	Common Stock	10,000
ISO Stock Option (Right to Buy)	\$ 5.85	Â	Â	Â	Â	Â	10/20/2004	10/19/2013	Common Stock	6,000
ISO Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â	Â	10/22/2003	10/22/2012	Common Stock	6,000
ISO Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2002	10/23/2011	Common Stock	7,500
ISO Stock Option (Right to Buy)	\$ 8.1562	Â	Â	Â	Â	Â	10/31/2001	10/31/2010	Common Stock	5,000
ISO Stock Option (Right to Buy)	\$ 8.3438	Â	Â	Â	Â	Â	10/19/2000	10/19/2009	Common Stock	5,000

ISO Stock Option (Right to Buy)	\$ 14.3438	Â	Â	Â	Â	10/14/2000	10/13/2008	Common Stock	3,000
ISO Stock Option (Right to Buy)	\$ 16.875	Â	Â	Â	Â	04/25/2000	10/15/2006	Common Stock	2,000
ISO Stock Option (Right to Buy)	\$ 26.4063	Â	Â	Â	Â	04/25/2000	10/06/2007	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAINMAN BARRY J 199 BENSON ROAD MIDDLEBURY, CT 06749	Â	Â	Â Secretary	Â

Signatures

Barry J. Shainman 02/10/2005

__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).

(1) Options will vest as follows: 3,333 on 11/23/2005; 3,333 on 11/23/2006; and 3,334 on 11/23/2007.

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.