

CROMPTON CORP

Form 5

February 10, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
SHAINMAN BARRY J

(Last) (First) (Middle)

199 BENSON ROAD

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
CROMPTON CORP [CK]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20044. 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)

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)	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.**Persons who respond to the collection of information
contained in this form are not required to respond unless**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	Â	10/14/2000	10/13/2008	Common Stock	3,000
ISO Stock Option (Right to Buy)	\$ 16.875	Â	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	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,Â CTÂ 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.