CROMPTON CORP

Form 5

February 11, 2005

FORM 5

OMB APPROVAL

3235-0362

1.0

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Number: January 31,

OMB

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

vasnington, D.C. 20549

Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

may continue.

See Instruction 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

Reported Form 4 Transactions Reported

Transactions

1. Name and Address of Reporting Person ** WOOLF PATRICIA K			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		(M: 111-)	CROMPTON CORP [CK]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)				
			12/31/2004	X Director 10% Owner Officer (give title Other (specify			
506 QUAKER ROAD			12/31/2004	below) below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
			Filed(Month/Day/Year)				
				(check applicable line)			

PRINCETON, NJÂ 08540

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi Acquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or))	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	11,163	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,504.1511	I	DRIP
Common Stock	Â	Â	Â	Â	Â	Â	20,950	Ι	DIR/RABBI 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)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)			6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â	Â	10/22/2003	11/21/2012	Common Stock	9,655
NQ Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2002	11/22/2011	Common Stock	8,838
NQ Stock Option (Right to Buy)	\$ 8.1562	Â	Â	Â	Â	Â	10/31/2001	11/30/2010	Common Stock	7,500
NQ Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â	Â	10/19/2000	10/19/2009	Common Stock	7,500
NQ Stock Option (Right to Buy)	\$ 8.343	Â	Â	Â	Â	Â	10/19/2000	11/19/2009	Common Stock	25,000
NQ Stock Option (Right to Buy)	\$ 13	Â	Â	Â	Â	Â	08/04/1999	11/18/2005	Common Stock	1,538
NQ Stock	\$ 14.3438	Â	Â	Â	Â	Â	08/05/1999	11/14/2008	Common Stock	5,752

Option (Right to Buy)										
NQ Stock Option (Right to Buy)	\$ 14.5	Â	Â	Â	Â	Â	08/04/1999	09/21/2006	Common Stock	10,000
NQ Stock Option (Right to Buy)	\$ 16.0625	Â	Â	Â	Â	Â	08/04/1999	02/24/2005	Common Stock	1,245
NQ Stock Option (Right to Buy)	\$ 16.875	Â	Â	Â	Â	Â	08/04/1999	11/16/2006	Common Stock	2,963
NQ Stock Option (Right to Buy)	\$ 26.4063	Â	Â	Â	Â	Â	08/04/1999	11/07/2007	Common Stock	1,893

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
WOOLF PATRICIA K 506 QUAKER ROAD PRINCETON, NJ 08540	ÂX	Â	Â	Â				

Signatures

Patricia K.
Woolf

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

Reporting Owners 3

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).