

GOTTWALD WILLIAM M
Form 4
December 23, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOTTWALD WILLIAM M

2. Issuer Name and Ticker or Trading Symbol
ALBEMARLE CORP [ALB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
330 SOUTH FOURTH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

RICHMOND, VA 23219

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					825,722	D	Shares held in trust fbo William M. Gottwald, Jr., u/a dtd 10/13/83. (1)
Common Stock					37,170	I	
Common Stock	05/18/2005		G	V 286 A \$0	26,760	I	Shares held in trust fbo William M. Gottwald,

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Common Stock	09/14/2005	G	V	305	A	\$ 0	27,065	I	Jr. u/a dtd 1/3/89. <u>(2)</u> Shares held in trust fbo William M. Gottwald, Jr. u/a dtd 1/3/89. <u>(2)</u>
Common Stock							56,385	I	Shares held by William M. Gottwald, Jr. <u>(1)</u>
Common Stock							16,660	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 3/28/85. <u>(1)</u>
Common Stock	05/18/2005	G	V	286	A	\$ 0	26,760	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. <u>(2)</u>
Common Stock	09/14/2005	G	V	305	A	\$ 0	27,065	I	Shares held in trust fbo Elizabeth I. Gottwald u/a dtd 1/3/89. <u>(2)</u>
Common Stock							76,895	I	Shares held by Elizabeth I. Gottwald. <u>(1)</u>
Common Stock							27,845	I	Shares held in trust fbo reporting person's children u/a dtd 8/16/90.
Common Stock							86,170	I	Shares held as co-Trustee fbo reporting person's

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Common Stock	02/16/2005	G	V	615	A	\$ 0	5,374	I	family u/a dtd 12/16/91. ⁽¹⁾ Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 12/21/87.
Common Stock	05/18/2005	G	V	286	A	\$ 0	22,843	I	Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 1/3/89. ⁽³⁾
Common Stock	09/14/2005	G	V	305	A	\$ 0	23,148	I	Shares held as Trustee fbo Samuel S. Gottwald u/a dtd 1/3/89. ⁽³⁾
Common Stock							3,226	I	Shares held as Trustee fbo James C. Gottwald u/a dtd 10/20/87.
Common Stock	02/16/2005	G	V	615	A	\$ 0	5,374	I	Shares held as Trustee fbo James C. Gottwald u/a dtd 12/21/87.
Common Stock	05/18/2005	G	V	286	A	\$ 0	22,843	I	Shares held as Trustee fbo James C. Gottwald u/a dtd 1/3/89. ⁽³⁾
Common Stock	09/14/2005	G	V	305	A	\$ 0	23,148	I	Shares held as Trustee fbo James C. Gottwald u/a dtd 1/3/89. ⁽³⁾
Common Stock							9,147	I	Shares held as Trustee

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Common Stock						13,225	I	fbo James C. Gottwald u/a dtd 1/3/89. Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89.
Common Stock	05/18/2005	G	V	286	A	\$ 0 22,755	I	Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89. ⁽³⁾
Common Stock	09/14/2005	G	V	305	A	\$ 0 23,060	I	Shares held as Trustee fbo Charles H. Gottwald u/a dtd 9/5/89. ⁽³⁾
Common Stock	02/16/2005	G	V	615	A	\$ 0 4,424	I	Shares held as Trustee fbo Charles H. Gottwald u/a dtd 10/18/89.
Common Stock	02/16/2005	G	V	615	A	\$ 0 25,100	I	Shares held as Trustee fbo Margaret A. Gottwald u/a dtd 3/9/92. ⁽³⁾
Common Stock	05/18/2005	G	V	286	A	\$ 0 25,386	I	Shares held as Trustee fbo Margaret A. Gottwald u/a dtd 3/9/92. ⁽³⁾
Common Stock	09/14/2005	G	V	305	A	\$ 0 25,691	I	Shares held as Trustee fbo Margaret A. Gottwald

Common Stock				8,947	I	u/a dtd 3/9/92. ⁽³⁾ Shares held as Trustee fbo Sarah W. Gottwald u/a dtd 1/3/89.
Common Stock				844,725	I	Shares held of record by Westham Partners, L.P., reporting person general partner & limited partner.
Common Stock				500,000	I	Shares held as co-Trustee fbo reporting person's family u/w Floyd D. Gottwald. ⁽⁴⁾

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOTTWALD WILLIAM M 330 SOUTH FOURTH STREET RICHMOND, VA 23219	X		Chairman of the Board	

Signatures

Nicole C. Daniel, attorney in fact	12/23/2005
**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) All shares of record held by Westham Partners, L.P.
- (2) 18,900 shares of record held by Westham Partners, L.P.
- (3) 16,975 shares of record held by Westham Partners, L.P.

(4) Additional Indirect Holdings: 3,640 shares held by Trustee under Albemarle Savings Plan; 15,446 shares held by spouse; 9,526 shares held by Trustee fbo James M. Gottwald u/a dtd 12/1/81; 8,947 shares held by Trustee fbo James M. Gottwald u/a dtd 1/3/89; 5,486 shares held by Trustee fbo Sarah W. Gottwald u/a dtd 3/1/83. NOTE: The following trusts that previously were included in this report due to Filer's status as a Trustee were terminated in 2005: Samuel S. Gottwald u/a dated 1/3/89; James Matthew Gottwald u/a dated 1/3/89; Sarah W. Gottwald u/a dated 1/3/89; Elizabeth I. Gottwald u/a dated 10/20/87; Elizabeth I. Gottwald u/a/ dated 1/3/89; and William M. Gottwald, Jr. u/a dated 1/3/89.

Note: File three copies of this Form, one of which must be manually signed. If space 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.