

INGULLI ALFRED F

Form 4

January 03, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
INGULLI ALFRED F

(Last) (First) (Middle)

BENSON ROAD

(Street)

MIDDLEBURY, CT 06749

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CROMPTON CORP [CK]

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Exec. V.P. - Crop Protection

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/29/2004		J(1)	12,260	A \$ 8.1562	152,790	D
Common Stock	12/29/2004		J(1)	12,626	A \$ 7.92	165,416	D
Common Stock	12/29/2004		J(1)	13,793	A \$ 7.25	179,209	D
Common Stock	12/29/2004		J(2)	516.1845	A \$ 0	3,949.5215	I ESOP
Common Stock						25,000	I Restricted Stock Account

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 5.85							10/20/2004	11/19/2013	Common Stock	45,000
NQ Stock Option (Right to Buy)	\$ 6.38							01/21/2004	02/20/2013	Common Stock	43,654
NQ Stock Option (Right to Buy)	\$ 7.25							10/22/2003	11/21/2012	Common Stock	31,207
NQ Stock Option (Right to Buy)	\$ 7.92							10/23/2002	11/22/2011	Common Stock	47,374
NQ Stock Option (Right to Buy)	\$ 8.1562							10/31/2001	11/30/2010	Common Stock	62,740
NQ Stock Option (Right to	\$ 8.343							01/01/2002	11/19/2009	Common Stock	100,000

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NQ Stock Option (Right to Buy)	\$ 14.3438					08/05/1999	11/14/2008	Common Stock	50,000
NQ Stock Option (Right to Buy)	\$ 14.5					08/04/1999	09/21/2006	Common Stock	65,520
NQ Stock Option (Right to Buy)	\$ 16.875					08/04/1999	11/16/2006	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 26.4063					08/04/1999	11/07/2007	Common Stock	20,000
ISO Stock Option (Right to Buy)	\$ 6.38					01/21/2005	01/21/2013	Common Stock	31,346
ISO Stock Option (Right to Buy)	\$ 7.25	12/29/2004	J ⁽¹⁾	13,793	10/22/2004	10/22/2012		Common Stock	13,793
ISO Stock Option (Right to Buy)	\$ 7.92	12/29/2004	J ⁽¹⁾	12,626	10/23/2003	10/23/2011		Common Stock	12,626
ISO Stock Option (Right to Buy)	\$ 8.1562	12/29/2004	J ⁽¹⁾	12,260	10/31/2001	10/31/2010		Common Stock	12,260
ISO Stock Option (Right to Buy)	\$ 14.5					08/04/1999	08/21/2006	Common Stock	34,480

NQ													
Rights	\$ 13.5742	12/29/2004		J ⁽³⁾	28,349	08/21/1996	09/30/2004	Common		28,349			
Option								Stock					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGULLI ALFRED F BENSON ROAD MIDDLEBURY, CT 06749			Exec. V.P. - Crop Protection	

Signatures

Alfred F. Ingulli	01/03/2005
<u> </u> 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) Exercise of an Incentive Stock Option.
- (2) These shares were acquired during the fiscal year pursuant to the Registrant's Employee Stock Ownership Plan and through reinvestment of dividends paid on the shares in this fund (ESOP Trust).
- (3) Expired by its term without exercise or payment.

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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