

CROMPTON CORP

Form 5

February 10, 2005

FORM 5**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).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 *
CALARCO VINCENT A

(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)
12/31/20044. 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)

Former Director

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) (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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â (A) or Amount (D) Price	1,081,350	D	Â
Common Stock	Â	Â	Â	Â Â Â	60,816.4413	I	DRIP

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)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	\$ 6.38	Â	Â	Â	Â	Â	01/21/2005	06/30/2009	Common Stock	390,000
NQ Stock Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â	Â	10/22/2003	06/30/2009	Common Stock	225,000
NQ Stock Option (Right to Buy)	\$ 7.92	Â	Â	Â	Â	Â	10/23/2003	06/30/2009	Common Stock	350,000
NQ Stock Option (Right to Buy)	\$ 8.1562	Â	Â	Â	Â	Â	10/31/2001	06/30/2009	Common Stock	375,000
NQ Stock Option (Right to Buy)	\$ 8.3437	Â	Â	Â	Â	Â	10/19/2002	06/30/2009	Common Stock	800,000
NQ Stock Option (Right to Buy)	\$ 13	Â	Â	Â	Â	Â	08/04/1999	10/18/2005	Common Stock	7,692
NQ Stock Option (Right to Buy)	\$ 13	Â	Â	Â	Â	Â	08/04/1999	11/18/2005	Common Stock	102,308

NQ Stock Option (Right to Buy)	\$ 14.3437	Â	Â	Â	Â	Â	08/05/1999	11/14/2008	Common Stock	250,000
NQ Stock Option (Right to Buy)	\$ 14.5	Â	Â	Â	Â	Â	08/04/1999	08/21/2006	Common Stock	27,584
NQ Stock Option (Right to Buy)	\$ 14.5	Â	Â	Â	Â	Â	08/04/1999	09/21/2006	Common Stock	472,416
NQ Stock Option (Right to Buy)	\$ 16.875	Â	Â	Â	Â	Â	08/04/1999	11/16/2006	Common Stock	120,000
NQ Stock Option (Right to Buy)	\$ 26.4063	Â	Â	Â	Â	Â	08/04/1999	11/07/2007	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALARCO VINCENT A 199 BENSON ROAD MIDDLEBURY, CT 06749	Â	Â	Â	Former Director

Signatures

Vincent A.
Calarco

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).

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.