CROMPTON CORP
Form 5
February 14, 2005

FORM 5

OMB APPROVAL

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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

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

(Last) (First) (Middle)

BENSON ROAD

(Street)

MIDDLEBURY,Â CTÂ 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)
12/31/2004

4. 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) __X__ Other (specify below)
Former Officer

6. Individual or Joint/Group Reporting

(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 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)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	179,209	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	3,949.5215	I	ESOP
Common Stock	Â	Â	Â	Â	Â	Â	25,000	I	Restricted Stock Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	$ 5.85	Â	Â	Â	Â	Â	10/20/2004	12/31/2009	Common Stock	45,000
NQ Stock Option (Right to Buy)	$ 6.38	Â	Â	Â	Â	Â	01/21/2005	12/31/2009	Common Stock	75,000
NQ Stock Option (Right to Buy)	$ 7.25	Â	Â	Â	Â	Â	10/22/2003	12/31/2009	Common Stock	31,207
NQ Stock Option (Right to Buy)	$ 7.92	Â	Â	Â	Â	Â	10/23/2002	12/31/2007	Common Stock	47,374
NQ Stock Option (Right to Buy)	$ 8.1562	Â	Â	Â	Â	Â	10/31/2001	12/31/2007	Common Stock	62,740
NQ Stock Option (Right to Buy)	$ 8.343	Â	Â	Â	Â	Â	01/01/2002	12/31/2007	Common Stock	100,000

NQ Stock Option (Right to Buy)	$ 14.3438	Â	Â	Â	Â	Â	08/05/1999	11/14/2008	Common Stock	50,000
NQ Stock Option (Right to Buy)	$ 14.5	Â	Â	Â	Â	Â	08/04/1999	08/21/2006	Common Stock	34,480
NQ Stock Option (Right to Buy)	$ 14.5	Â	Â	Â	Â	Â	08/04/1999	09/21/2006	Common Stock	65,520
NQ Stock Option (Right to Buy)	$ 16.875	Â	Â	Â	Â	Â	08/04/1999	11/16/2006	Common Stock	20,000
NQ Stock Option (Right to Buy)	$ 26.4063	Â	Â	Â	Â	Â	08/04/1999	11/07/2007	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGULLI ALFRED F BENSON ROAD MIDDLEBURY,Â CTÂ 06749	Â	Â	Â	Former Officer

Signatures

Alfred F. Ingulli	02/14/2005
**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.
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