

CROMPTON CORP
Form 5
February 10, 2005

FORM 5

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

OMB APPROVAL

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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 *
CALARCO VINCENT A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

199 BENSON ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

6. Individual or Joint/Group Reporting (check applicable line)

MIDDLEBURY, CT 06749

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 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 | 1,081,350 | D | Â |
| Common Stock | 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.

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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.